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16 JAN -5 PM 2:22
DIVISION OF CORPORATIONS

W15-081825

01/07/16



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2015

RICHARD C. FOX
561 N.E. ZEBRINA SENDA
JENSEN BEACH, FL 34957

SUBJECT: VIAMAR HEALTH INSTITUTES, LLC
Ref. Number: W15000081825

We have received your document for VIAMAR HEALTH INSTITUTES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 605.0203(1)(b), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 115A00026758

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: ViaMar Health Institutes, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard C. Fox

Name of Person

Fox Law Offices, P.A.

Firm/Company

561 NE Zebrina Senda

Address

Jensen Beach, FL 34957

City/State and Zip Code

rickfoxesq@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard C. Fox

772

225-6435

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &
Certificate of Status

☒

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
of
VIAMAR HEALTH INSTITUTES, LLC**

**ARTICLE I
Name**

The name of the Limited Liability Company is ViaMar Health Institutes, LLC.

**ARTICLE II
Initial Address**

The street address and mailing address of the Company is 561 NE Zebrina Senda, Jensen Beach, FL 34957.

**ARTICLE III
Purpose**

The purpose for which this Company is organized is to engage any and all lawful businesses.

**ARTICLE IV
Registered Agent**

The name and address of the initial registered agent of the Company is:
Richard C. Fox, 561 NE Zebrina Senda, Jensen Beach, FL 34957

**ARTICLE V
Managers**

The Company is to be managed by one or more managers and is therefore a manager-managed Company. The name and address of the initial manager is:

Michelle Klinedinst, 561 NE Zebrina Senda, Jensen Beach, FL 34957

No manager of the Company shall be personally liable to the Company or its members for monetary damages for breach of fiduciary duty as a manager; provided, that the foregoing clause shall not apply to any liability of a manager for any action for which the laws of Florida proscribe this limitation and then only to the extent that this limitation is specifically so proscribed.

**ARTICLE VI
Commencement of Existence**

The Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State.

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ARTICLE VII
Membership Interests

Membership interests in the Company are represented by Units. The Company has 1,000 Units. Each Unit shall have one (1) vote.

ARTICLE VIII
Additional Members

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided in the Operating Agreement of the Company.

ARTICLE IX
Continuation of Business

The termination of the continued membership of a member of the Company shall not terminate the existence or business of the Company. The remaining members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company. The Company will terminate upon the consent of all members or as otherwise provided in accordance with the terms of the Operating Agreement of the Company.

ARTICLE X
Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the Company or as otherwise authorized, and any right conferred upon the member or members is subject to this reservation.

ARTICLE XI
Members' Property

The private property of the members of the Company shall not be subject to the payment of the Company's debts to any extent whatsoever.

ARTICLE XII
Indemnification

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment and shall be in addition to, and not in lieu of, all statutory authorizations for indemnification of members and managers:

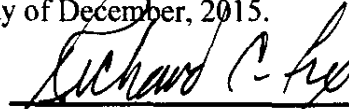
(1) This Company shall indemnify each member and manager and each other person who may have acted as a representative of the Company at its request, and his/her successors, heirs, executors, and administrators. Any such person shall be indemnified by the Company against:

(a) any costs and expenses, including counsel fees, reasonably incurred in connection with any civil, criminal, administrative or other claim, action, suit or proceeding, in which he/she may become involved or with which he/she may be threatened, by reason of his/her being or having been a member or manager of the Company or by reason of his/her serving or having served any corporation, trust, committee, firm or other organization as director, officer, employee, trustee, member or otherwise at the request of this Company, and

(b) any payments in settlement of any such claim, suit, action, or proceeding or in satisfaction of any related judgment, fine, or penalty, except costs, expenses or payments in relation to any matter as to which he/she shall be finally adjudged derelict in the performance of his/her duties to the Company, unless the Company shall receive an opinion from independent counsel that such member, manager, or representative has not so been derelict. In the case of a criminal action, suit, or proceeding, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or its equivalent) shall not be deemed an adjudication that the member, manager, or representative was derelict in the performance of his/her duties to the Company if he/she acted in good faith in what he/she considered to be the best interests of the Company and with no reasonable cause to believe the action was illegal.

The foregoing right of indemnification shall not be exclusive of other rights to which members, managers, and others may be entitled under the Operating Agreement of the Company as a matter of law or otherwise. It is the intent that this Article be interpreted to be in addition to the maximum indemnification permitted under the Florida Revised Limited Liability Company Act as it may be amended from time to time.

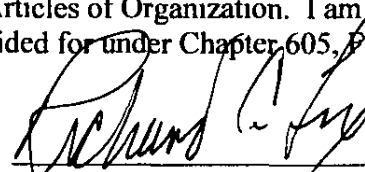
THE UNDERSIGNED, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring that the facts stated are true, on this 4 day of December, 2015.


Richard C. Fox

Acceptance by Registered Agent

THE UNDERSIGNED hereby accepts the appointment as registered agent of ViaMar Health Institutes, LLC contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such position as provided for under Chapter 605, Florida Statutes.

Dated this 4 day of December, 2015.


Richard C. Fox