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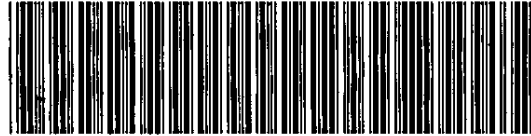
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# **RHG** RAPPEL HEALTH LAW

601 21ST STREET — SUITE 300 — VERO BEACH, FLORIDA — 32960  
TELEPHONE: 772.778.8885 — E-MAIL: [postmaster@rappelhealthlaw.com](mailto:postmaster@rappelhealthlaw.com)

May 16, 2016

**CERTIFIED MAIL-RETURN RECEIPT REQUESTED**

**Article Number: 7014 0150 0001 8313 2013**

ATTN: Stacey M. Warren, Regulatory Specialist II  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Amended and Restated Articles of Organization  
ELITE HEALTH AND REGENERATIVE MEDICINE, LLC**

Dear Ms. Warren:

Please find enclosed the Amended and Restated Articles of Organization along with your correspondence completing the documentation of Interest Exchange for the above Company. As you have requested, we are enclosing Check No.: 2010 from the Rappel Health Law Group, PL Trust Account in the amount of Twenty-Five and 00/100ths Dollars (\$25.00) for additional Filing Fees, which are being submitted in accordance with Section 605.1035, *Florida Statutes*.

Please direct all correspondence concerning this matter to:

Robert Rappel, DO, JD  
Rappel Health Law Group, PL  
601 21st Street, Suite 300  
Vero Beach, Florida 32960  
Telephone: 772.778.8885  
Electronic Correspondence: [dr@rappelhealthlaw.com](mailto:dr@rappelhealthlaw.com)

Please accept our apology for not enclosing the additional filing fees required. Should you have any additional questions regarding the above, please contact us at your convenience.

Very truly yours,

**RAPPEL HEALTH LAW GROUP**  
A Professional Limited Liability Company

ROBERT RAPPEL, D.O., J.D.  
For the Firm

/dr

Enclosures: as stated

cc: Thomas Deters, Manager

correspondence to doc amended and restated articles of organization 05.16.2016

ROBERT RAPPEL, D.O., J.D. \*† | CRAIG M. RAPPEL, ESQ. \*§

| \*MEMBER FLORIDA AND DC BAR | † BOARD CERTIFIED HEALTH LAW ATTORNEY |

| § MEMBER OF LAW SOCIETY OF ENGLAND & WALES, SRA NO. 492691 |



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 6, 2016

ROBERT RAPPEL, DO, JD  
601 21ST STREET, SUITE 300  
VERO BEACH, FL 32960

SUBJECT: ELITE HEALTH AND REGENERATIVE MEDICINE, LLC  
Ref. Number: L16000025013

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

There is a balance due of \$25.00.

Please return 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) 245-6051.

Stacey M Warren  
Regulatory Specialist II

Letter Number: 216A00009616

EXECUTION DOCUMENT

AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
ELITE HEALTH AND REGENERATIVE MEDICINE, L.L.C.

1. The following provisions of the Articles of Organization of **ELITE HEALTH AND REGENERATIVE MEDICINE, LLC**, a Florida limited liability company ("Company"), filed with the Secretary of State and effective on February 5, 2016, Document Number L16000025013, be, and they are hereby amended in its entirety, pursuant to Section 605.0202 and Section 605.1035(2) ((d), *Florida Statutes*, to read as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company ("Company") is

**ELITE HEALTH AND REGENERATIVE MEDICINE, LLC**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of the Company is 600 Heritage Drive, Suite 105, Jupiter, Florida 33458 or such other place as may be designated by the Members.

**ARTICLE III - REGISTERED AGENT AND ADDRESS**

The name and street address of the registered agent for service of process in the state for this Company is DEC Consultants, Inc., 601 21<sup>st</sup> Street, Suite 300, Vero Beach, Florida 32960-0806.

**ARTICLE IV - PURPOSE**

The general nature, purpose and character of business to be transacted by the Company is:

A. To engage in every phase and aspect of the business of Company-in, the development of a cross-collaborative team approach to patient care, and to serve the general welfare and the advancement of their respective patients, and assist in the marketing, innovation, licensing, merchandising, strategic direction and on-going operations to improve physician awareness of patient conformance, in their overall health and wellness, and assist and facilitate personalized patient care through molecular diagnosis and analytical services, and in the future may engage in additional related and unrelated businesses under the laws of the State of Florida.

B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and to own real and personal property necessary for the rendering services.

C. At its option to purchase and acquire units owned and held by any member who dies in accordance with the Operating Agreement adopted by the members of the Company setting forth the terms and conditions of such purchases; provided, however, that the capital of the Company is not impaired.

D. At its option, to enter into a partnership or joint venture with other qualified companies in the areas stated in paragraph A of this Article IV.

**ARTICLE V - DURATION**

Robert Rappel, DO, JD  
RAPPEL HEALTH LAW GROUP, P.L.  
601 21<sup>st</sup> Street, Suite 300  
Vero Beach, Florida 32960-0806  
772.778.8885 / Fax 772.453.2701  
Florida Bar No.:0015156

## **EXECUTION DOCUMENT**

The Company shall exist upon the date of filing of the Original Articles of Organization with the Secretary of State, and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 605.0707, *Florida Statutes*.

### **ARTICLE VI - MANAGEMENT**

The Company shall be Manager -Managed as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-member manager.

### **ARTICLE VII - ADDITIONAL MEMBERS**

Additional members may be admitted to the Company in the manner provided for in the Operating Agreement.

### **ARTICLE VIII - DISSOLUTION**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Company.

### **ARTICLE IX - INDEMNIFICATION**

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member or Manager for any liability incurred in connection with any action, if such Member and/or Manager acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, Manager, Member Manager or employee of the Company, or is or was serving at the request of the Company as a manager, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

### **ARTICLE X - LIMITATION OF LIABILITY OF MEMBERS**

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

EXECUTION DOCUMENT

**ARTICLE XI - TRANSFERABILITY OF INTEREST**

No Member of the Company may transfer or assign its interest in the Company without the prior unanimous written consent of the Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall only be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

**ARTICLE XII - POWER TO AMEND**

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members. As provided for in Section 605.0107 (4), *Florida Statutes*, any conflict between the Operating Agreement and these Articles of Organization are to be resolved in favor of the Operating Agreement with respect to any internal disputes

**ARTICLE XIII - LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

2. The foregoing amendments and restatement of the Articles of Organization were adopted by the Members and Managers of the Company on April 10, 2016.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 605.0203, *Florida Statutes*, has caused these Amended and Restated Articles of Organization to be executed this 10<sup>th</sup> day of April, 2016.

3. The number of votes cast by the Members for the Amended and Restated Articles of Organization was sufficient for approval.

BRETT A. OSBORN, DO, P.L.L.C

By: 

Name: Brett A. Osborn, DO

Its: Manager/ Governor

Authorized Representative in accordance with Section 605.0203 (1)(b), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted to the Department of State constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.

4. Pursuant to the Provisions of Section 605.0113, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/ Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

Robert Rappel, DO, JD  
RAPPEL HEALTH LAW GROUP, P.L.  
601 21<sup>st</sup> Street, Suite 300  
Vero Beach, Florida 32960-0806  
772.778.8885 / Fax 772.453.2701  
Florida Bar No.: 0015156

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MAY 3 AM 11:51  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

EXECUTION DOCUMENT

ELITE HEALTH AND REGENERATIVE MEDICINE, L.L.C.

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.  
601 21<sup>st</sup> Street  
Vero Beach, Florida 32960-0801

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes

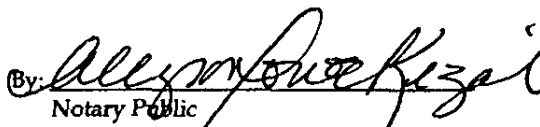
DEC CONSULTANTS, INC.

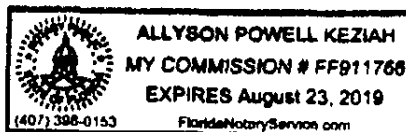
By:   
Name: ROBERT RAPPEL, D.O, J.D.  
Its: President

Dated: April 29 2016

STATE OF FLORIDA )  
COUNTY OF INDIAN RIVER )

The foregoing instrument was acknowledged before me this 29 day of April, 2016, by Robert Rappel, President, DEC Consultants, Inc. who is personally known to me and who did not take an oath.

By:   
Notary Public  
Commission Number:



Robert Rappel, DO, JD  
RAPPEL HEALTH LAW GROUP, P.L.  
601 21<sup>st</sup> Street, Suite 300  
Vero Beach, Florida 32960-0806  
772.778.8885 / Fax 772.453.2701  
Florida Bar No.:0015156