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CAPERNAUM MEDICAL CENTER LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CAPERNAUM MEDICAL CENTER LLC**

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Pursuant to Section 605.0202 of the Florida Revised Limited Liability Company Act (the "Act"), CAPERNAUM MEDICAL CENTER LLC, a Florida limited liability company (the "Company"), hereby delivers these Amended and Restated Articles of Organization, duly executed by the authorized representative of the sole member of the Company, to amend, restate and supersede the original Articles of Organization of the Company, which were filed with the Florida Department of State on July 5, 2016 and effective June 27, 2016, and assigned document number L16000126536.

ARTICLE 1

Name

The name of this professional limited liability company is:

Capernaum Medical Center PLLC

(hereafter, the "Company").

ARTICLE 2

Purposes

The Company is formed to engage in every aspect of the practice of medicine. The professional services involved in the Company's practice of medicine may be rendered only through its officers, agents, and employees who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The Company may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

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ARTICLE 3**Duration**

The Company shall have perpetual existence.

ARTICLE 4**Mailing Address and Principal Office**

The mailing address of the Company and the street address of its principal office are 5129 South Lakeland Drive, Unit 2, Lakeland, Florida 33813.

ARTICLE 5**Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 5129 South Lakeland Drive, Unit 2, Lakeland, Florida 33813, and the name of the initial registered agent of the Company at that address is Eric R. Vernier.

ARTICLE 6**Restriction on Alienation of Membership Interests**

No member of the Company may sell or transfer all or any portion of such member's membership interest in the Company except to a person who is eligible to be a member of the Company. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer of membership interests in the Company pursuant to the regulation, an agreement among the members of the Company or an agreement between the members and the Company.

ARTICLE 7**Forfeiture Upon Occurrence of Disqualifying Event**

The earliest to occur of any of the following events with respect to any member of the Company (a "Disqualifying Event") shall constitute an event disqualifying such member (the "Disqualified Member") from owning a membership interest in the Company:

- (a) his legal disqualification to practice medicine in the State of Florida; or
- (b) his acceptance of employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional medical services; or

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- (c) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by him of a membership interest in the Company to any person ineligible to be a member of the Company; or
- (d) the occurrence of any involuntary transfer of his membership interest in the Company, the effect of which is to vest any legal or equitable interest in such membership interest in some person other than the member.

Upon the occurrence of a Disqualifying Event, the entire membership interest in the Company of the Disqualified Member shall be forfeited to, and redeemed by the Company, on the terms and conditions as may be set forth in any applicable provision of the regulations, an agreement among the members, or an agreement between the members and the Company, in effect from time to time; provided, however, in the absence of a regulation or contractual provision governing the redemption of a Disqualified Member's membership interest in the Company, the Disqualified Member shall be entitled to receive, in consideration for the forfeiture of his entire membership interest in the Company, a sum equal to the balance of the Disqualified Member's capital account on the date of the Disqualifying Event, and no more. Upon the occurrence of a Disqualifying Event, the Disqualified Member shall sever all employment with, and forthwith cease to be a member of, the Company and, except to receive payment for his membership interest in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Member by the Company, the Disqualified Member shall then and thereafter have no further financial interest of any kind in the Company. Each member of the Company hereby grants an irrevocable power of attorney to the Company to cancel his entire membership interest in the Company upon the occurrence of a Disqualifying Event.

ARTICLE 8
Management of the Company

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 are:

Eric R. Vernier
5129 South Lakeland Drive
Unit 2
Lakeland, Florida 33813

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ARTICLE 9
Indemnification

The Company shall indemnify its members and managers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the authorized representative of the member has executed these Articles of Organization this 14 day of October, 2016.


Eric R. Vernier, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
CAPERNAUM MEDICAL CENTER PLLC**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned professional limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the professional limited liability company is: Capernaum Medical Center PLLC.
2. The name and address of the registered agent and office are:

Eric R. Vernier
5129 South Lakeland Drive
Unit 2
Lakeland, Florida 33813

Having been named as registered agent and to accept service of process for the above stated professional 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.

Dated: October 14, 2016.

ERIC R. VERNIER

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