

7/25/2018

**U18000215277**

## Florida Department of State

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**FLORIDA LIMITED LIABILITY CO.**

Manaswi's Orthopedic and Joint Replacement Institute, PLLC

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## ARTICLES OF ORGANIZATION

### OF

## MANASWP'S ORTHOPEDIC AND JOINT REPLACEMENT INSTITUTE, PLLC

The undersigned, acting as the organizer of MANASWP'S ORTHOPEDIC AND JOINT REPLACEMENT INSTITUTE, PLLC under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopts the following Articles of Organization:

### ARTICLE I - Name:

The name of the professional limited liability company is MANASWP'S ORTHOPEDIC AND JOINT REPLACEMENT INSTITUTE, PLLC (the "Company").

### ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 40124 Highway 27, Ste. 101, Davenport, FL 33837.

### ARTICLE III - Purpose:

The purpose of the Company shall be the practice of medicine.

### ARTICLE IV - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

### ARTICLE V - Management:

The Company is to be managed by its Members, unless and until a manager is appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

### ARTICLE VI - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

### ARTICLE VII - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 605, Fla. Stat.

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**ARTICLE VIII - Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Scott G. Miller, Esq., Burr & Forman and the street address of the Company's initial registered office is 200 S. Orange Ave., Ste. 800, Orlando, FL 32801.

**ARTICLE XIV - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE X - Indemnification:**

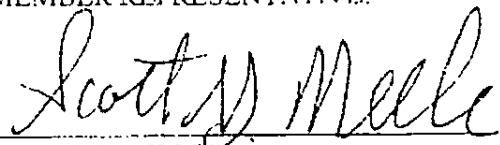
Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

**ARTICLE XI - Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned Member Representative has executed these Articles of Organization as of this 27 day of July, 2018.

MEMBER REPRESENTATIVE:

  
SCOTT G. MILLER

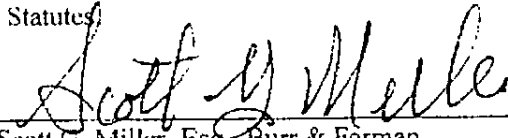
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605, 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 MANASWI'S ORTHOPEDIC AND JOINT REPLACEMENT INSTITUTE, PLLC
2. The name and address of the registered agent and office is:

Scott G. Miller, Esq., Burr & Forman, LLP  
200 S. Orange Ave.  
Ste. 800  
Orlando, FL 32801

Having been designated as the Registered Agent for MANASWI'S ORTHOPEDIC AND JOINT REPLACEMENT INSTITUTE, PLLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said professional limited liability company, and states that he is familiar with and accepts his statutory obligations as such, including those obligations contained in Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
Scott G. Miller, Esq., Burr & Forman

Dated this 27<sup>th</sup> day of July, 2018.