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## FLORIDA LIMITED LIABILITY CO.

Elsie J. Sierra, D.M.D., PLLC

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**ARTICLES OF ORGANIZATION  
OF  
ELSIE J. SIERRA, D.M.D., PLLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this professional limited liability company (the "Company") shall be:

ELSIE J. SIERRA, D.M.D., PLLC

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Company shall be 1515 South Osprey Avenue, Suite A-2, Sarasota, Florida 32439.

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 333 3<sup>rd</sup> Avenue North, Suite 200, St. Petersburg, Florida 33701, and the initial registered agent of the Company at such office shall be Chestnut Business Services, LLC. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV**

**Business and Purposes**

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

(a) to engage solely and specifically in the business of carrying on the practice of dentistry and the provision of related dentistry services, through licensed professionals employed by it, and to employ such non-licensed personnel as may be appropriate to facilitate the provision of dental services;

(b) to contract with one or more parties to manage all or a portion of its dentistry practice;

(c) to invest in real estate, mortgages, stocks, bonds, any other type of investments, including but not limited to ownership interests in entities engaged in the provision of dental services;

(d) to own or lease real and personal property necessary for the rendering of the above professional services;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

## ARTICLE V

### Members Must Be Licensed Professionals

(a) Persons who have interests in the capital of the Company are referred to herein as "Members." In accordance with the applicable provisions of Chapter 621, Florida Statutes, each Member of the Company must be a professional corporation, a professional limited liability company, or a natural person who is duly licensed or otherwise legally authorized to render dental services. Any person not meeting the standards set forth in the foregoing sentence (a "Disqualified Person") is hereby deemed not qualified to own an interest in the capital of the Company and may not be a Member.

(b) In the event a Member becomes a Disqualified Person, the Disqualified Person's ownership interests in the Company are redeemed and shall be deemed to have been redeemed and cancelled effective as of the date of occurrence of the event which caused such Disqualified Person to be disqualified (the "Disqualification Event"). No ownership interests held by the Disqualified Person shall be considered outstanding upon and after the date of the Disqualification Event, the Disqualified Person shall not be entitled to vote or participate in any Company or Member action and shall cease to be a Member, manager, employee, officer, or agent of the Company immediately effective as of the Disqualification Event, and the sole right and entitlement of the Disqualified Person shall be to receive redemption consideration for the interests in the Company held by the Disqualified Person. The Disqualification Events, the redemption consideration to be paid and the terms of payment shall be as set forth in the operating agreement of the Company.

(c) Notwithstanding paragraph (b) above, if the sole Member of this Company is or becomes a Disqualified Person, then and in that event the Company shall promptly amend these

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Articles or take such other legal action as shall be necessary or appropriate to cause the Company to change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending these Articles in the manner specified herein and under applicable law, and the Company shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

## ARTICLE VI

### Management

The Company is a manager-managed professional limited liability company. The name and street address of the initial manager of the Company shall be Elsie J. Sierra, D.M.D., 1515 South Osprey Avenue, Suite A-2, Sarasota, Florida 32436.

## ARTICLE VII

### Operating Agreement

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the Members of the Company. The operating agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

## ARTICLE VIII

### Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Sections 605.0201 and 621.051, Florida Statutes, has executed these Articles for the uses and purposes herein stated, this 25 day of November, 2018.



Elsie J. Sierra, D.M.D., Manager

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**ELSIE J. SIERRA, D.M.D., PLLC****ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 25 day of November, 2018.

Chestnut Business Services, LLC

By: 

Michael D. Magrison, Esq.

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