

L19000132856

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JUN 11 2019

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MOBILE OPTIX, LLC**

The undersigned authorized representative of **Mobile OptiX, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "**Company**"), whose Articles of Organization ("**Original Articles**") were filed with the Florida Department of State on May 24, 2019, Document Number L19000132856, hereby amend the Original Articles, for the purpose of converting the Company into a professional limited liability company under Chapter 621, *Fla. Stat.*, by deleting all provisions of the Original Articles and replacing such provisions with the following restated Articles:

ARTICLE I

Name

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

Mobile OptiX, PLLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Company shall be:

5425 Beaumont Center Blvd., Suite 918
Tampa, Florida 33634

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1 01 East Kennedy Blvd., Suite 2700, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be TK Registered Agent, Inc. 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 Purpose

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 professional eye care services and the provision of related medical and optometric services, through licensed professional physicians and optometrists who are employed or contracted by it, and to employ or contract for the services of such other licensed and non-licensed personnel as may be appropriate to facilitate the provision of medical and optometric services;

(b) to contract with one or more parties to manage and/or administer all or a portion of its medical and optometric practice, to provide medical and optometric services on its behalf, and/or to bill for the services that it renders or that are rendered on its behalf;

(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 medical and optometric 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, *Fla. Stat.*, 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 practice medicine or optometry in the State of Florida. 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 and time 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 and time 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.

ARTICLE VI

Management; Manager(s)

The Company shall be a manager-managed professional limited liability company. The names and street address of the current Managers of the Company shall be:

Ira John Sites, III, M.D. 2625 Grand Lakeside Drive
Palm Harbor, Florida 34684

ARTICLE VII

Operating Agreement

The power to adopt the Operating Agreement of the Company (the "Operating Agreement"), 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 governance 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 of Organization or contrary to the laws of the State of Florida or of the United States.

ARTICLE VIII

Duration and Continuation

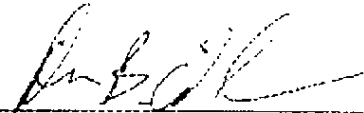
The duration of the Company commenced upon filing of the Articles of Organization. The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s), if any, have the right to continue the business of the Company, subject to the provisions of applicable law, these Articles and the operating agreement of the Company.

ARTICLE IX

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Organization 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 605.0202 and 605.0203, *Fla. Stat.*, has executed these Amended and Restated Articles of Organization this 8th day of June, 2019.



DON B. WEINBREN
Authorized Representative

FILED
JUN 10 2019
CLERK OF COURT

MOBILE OPTIX, PLLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named professional limited liability company, at the registered office designated in the Amended and Restated 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 8th day of June, 2019.

TK REGISTERED AGENT, INC.

By: 

Don B. Weinbren