

# L20000071060

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**FLORIDA LIMITED LIABILITY CO.**

**PHCA Manhattan LLC**

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ARTICLES OF ORGANIZATION  
OF  
PHCA MANHATTAN LLC

ARTICLE I  
NAME

The name of the Company shall be: PHCA MANHATTAN LLC.

ARTICLE II  
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 4033 TAMPA ROAD, SUITE 101, OLDSMAR, FL 34677.

ARTICLE III  
PERIOD OF DURATION

These Articles of Organization shall be effective when filed with the Florida Secretary of State, and the Company shall thereafter have perpetual duration.

ARTICLE IV  
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under Florida law.

ARTICLE V  
OPERATING AGREEMENT

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be amended or repealed only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida. If no operating agreement is adopted, the regulation, management, and other affairs of the Company shall be governed by Florida Statutes Chapter 605.

ARTICLE VI  
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the Operating Agreement, the business and affairs of the Company shall be managed by or under the direction of one or more Managers (or Authorized Members). RICHARD FERRELLI and KARALEE KULEK-LUZEY, 4033 TAMPA ROAD, SUITE 101, OLDSMAR, FL 34677, shall be the initial Managers. Either may act alone on behalf of the Company.

ARTICLE VII  
RIGHT TO CONTINUE BUSINESS

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 the Company,

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ARTICLES OF ORGANIZATION OF  
PHCA MANHATTAN LLC

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the business of the Company shall not cease, and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

ARTICLE VIII  
RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the Company upon the unanimous consent of the other members or as provided for in the Company's Operating Agreement. A member's interest in the Company may not be sold or otherwise transferred except upon the unanimous consent of the other members or as provided for in the Company's Operating Agreement.

ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 401 East Jackson Street, Suite 3100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Joseph Rugg. The Company may change its registered office or its registered agent or both by making such filings as required by Florida Statutes.

ARTICLE X  
ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the PHCA MANHATTAN LLC Articles of Organization, which may be amended from time to time by the consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of January 28, 2020.



JOSEPH RUGG, Authorized Representative

## ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PHCA MANHATTAN LLC, the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations under Florida Statutes Section 605.0113.

EXECUTED effective March 6, 2020.



JOSEPH RUGG