

L20000071060

Florida Department of State
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Account Number : 076666002140
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN PHCA MANHATTAN, LLC

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TO: Registration Section
Division of Corporations

SUBJECT: PHCA MANHATTAN, LLC DOCUMENT NUMBER L20000071060
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH RUGG

Name of Person

JOHNSON POPE BOKOR RUPPEL & BURNS, LLP

Firm/Company

401 EAST JACKSON STREET, SUITE 3100

Address

TAMPA, FLORIDA 33602

City/State and Zip Code

JOER@JPFIRM.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSEPH RUGG

813

501-3574

at ()

Name of Person

Area Code

Daytime Telephone Number

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Certificate of Status

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Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
PHCA MANHATTAN, LLC****DOCUMENT NUMBER: L20000071060****BACKGROUND**

On March 6, 2020, the Company filed its Articles of Organization. The Members of Company now wish to amend and restate its Articles of Organization, as follows:

**ARTICLE I
NAME**

The name of the Company shall be: PHCA MANHATTAN REALTY, 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, FLORIDA 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). The initial Managers shall be RICHARD FERRELLI (who shall also act as the CEO of the Company) and KARALEE KULEK-LUZEY, 4033 TAMPA ROAD, SUITE 101, OLDSMAR, FL 34677. Either Manager may act alone on behalf of the Company.

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**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, 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.

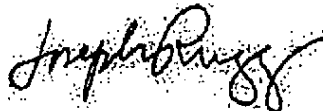
**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

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 Articles of Organization of PHCA Manhattan Realty, LLC, 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 prescribed in the Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of September 1, 2020.

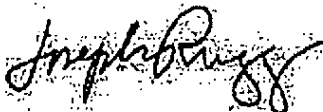


JOSEPH RUGG, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

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

EXECUTED effective September 1, 2020.



JOSEPH RUGG