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Danielle M. Shields, LMHC, PLLC

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**ARTICLES OF ORGANIZATION OF
DANIELLE M. SHIELDS, LMHC, PLLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a professional limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the professional limited liability company shall be DANIELLE M. SHIELDS, LMHC, PLLC, and its principal office shall be located at 13410 Parker Commons Boulevard, Fort Myers, Florida 33912, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes. The limited liability company is being formed as a professional limited liability company, pursuant to the Professional Service Corporation and Limited Liability Company Act, for the sole and specific purpose of rendering the personal services of licensed mental health counselors.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time-to-time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

1. Danielle M. Shields, LMHC
13410 Parker Commons Boulevard
Fort Myers, Florida 33912

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ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of all members. On 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 in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. Notwithstanding, no person shall be admitted as a member unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to render services as a licensed mental health counselor. In addition, no member may sell or transfer ownership interest in this limited liability company except to a professional corporation, to a professional limited liability company, or to an individual, and any of the above must be eligible to be a member of this limited liability company. Further, no member shall enter into any type of agreement vesting another person with the authority to exercise any of that member's voting power in the limited liability company.

ARTICLE VI. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII. AMENDMENT

These articles of organization may be amended from time to time by the unanimous vote of the members of the limited liability company.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, Fort Myers, Florida 33901, and the name of the company's initial registered agent at that address is PLF REGISTERED AGENT, L.L.C.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of organization of DANIELLE M. SHIELDS, LMHC, PLLC. This instrument is executed by the undersigned in Fort Myers, Florida on the 10th day of

June 20 20

DANIELLE M. SHIELDS, LMHC

Sign: D Shields LMHC

13410 Parker Commons Boulevard, Fort Myers, Florida 33912

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 605.0113 of the Florida Revised Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DANIELLE M. SHIELDS, LMHC, PLLC.

The name of the registered agent for DANIELLE M. SHIELDS, LMHC, PLLC is PLF REGISTERED AGENT, L.L.C., and the street address of the registered office where the agent is located is 1833 Hendry Street, Fort Myers, Lee County, Florida 33901.

This statement is to acknowledge that, as indicated above, DANIELLE M. SHIELDS, LMHC, PLLC has appointed PLF REGISTERED AGENT, L.L.C., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: This 10th day of June, 2020.

PLF REGISTERED AGENT, L.L.C

By: Pavese Law Firm, its Authorized Member

Sign: 

Christopher J. Shields, Partner

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