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GCR BUSINESS LAW, PLLC

1987 Northeast 15th Avenue Fort
Lauderdale, Florida 33305
Telephone: (954) 609-1220
Email: gian@ratnapala.com



December 23, 2020

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA US MAIL

RE: Colosseum Medical Holdings, PLLC, f/k/a Colosseum PLLC
Reference No: W2000134110

Dear Sir/Madam,

Enclosed, please find the original and one copy of the Articles of Organization for PAC Medical Holdings, PLLC. A check in the amount of \$160.00 was previously paid, as indicated in your letter, to cover the cost of filing and return of a stamped copy to my attention.

Please note that this is a *professional limited liability company* to be registered as PAC Medical Holdings, PLLC under the provisions of section 621.12(2)(b)3, Florida Statutes, which provides:

In the case of a professional limited liability company formed on or after January 1, 2014, the words "professional limited liability company," the abbreviation "P.L.L.C." or the designation "PLLC," in lieu of the words "limited liability company," or the abbreviation "L.L.C." or the designation "LLC" as otherwise required under s. 605.0112.

Thank you for your attention to this matter.

Sincerely,

Gian Ratnapala, Esq.
For the firm

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TALLAHASSEE, FL

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COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: Colosseum Medical Holdings, PLLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Gian C Ratnapala, Esq.

Name of Person

GCR Business Law, PLLC

Firm/Company

1987 NE 15th Ave

Address

Fort Lauderdale, FL 33305

City/State and Zip Code

gian@ratnapala.com

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

For further information concerning this matter, please call:

Gian Ratnapala

954

609-1220

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

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

Street Address

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

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ARTICLES OF ORGANIZATION OF
COLOSSEUM MEDICAL HOLDINGS, PLLC
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

November 4, 2020

The undersigned, **Peter Christian Carnevale**, being the Authorized Representative and the prospective Initial Member for the purpose of forming a Professional Limited Liability Company, under chapters 605 and 621, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I – NAME

The name of the professional limited liability company is **Colosseum Medical Holdings, PLLC** ("Company").

ARTICLE II – ADDRESS

The mailing address and the street address of the principal office of the Company is c/o **Peter Christian Carnevale, 5105 Bowden Road, Jacksonville, FL 32216.**

ARTICLE III – EFFECTIVE DATE

The Company is effective as of the date of filing these Articles of Organization with the Department of State, Division of Corporations, State of Florida.

ARTICLE IV – DURATION

The Company shall be perpetual in existence.

ARTICLE V – MANAGEMENT

The Company shall be member managed. The name of the initial Managing Member of the Company is **Peter Christian Carnevale**, with a street address of **5105 Bowden Road, Jacksonville, FL 32216.**

ARTICLE VI – PURPOSE

The Company is formed under the laws of the State of Florida to provide **medical professional services** and any other lawful business that may be undertaken by a professional limited liability company under section 612.08, Florida Statutes, or as such provision may be amended or renumbered from time to time.

ARTICLE VII – LIMITATION OF MANAGING MEMBER'S POWERS

The Managing Member named herein shall have all powers and authority of a managing member as provided in chapter 605, Florida Statutes, or as such provisions may be amended or renumbered from time to time.

Notwithstanding the generality of the foregoing authority of a managing member to conduct the business of the Company, the Managing Member may not in any way grant, sell, mortgage, hypothecate, encumber, devise, gift, or otherwise dispose of the Managing Member's equity ownership of the Company or the management rights and voting rights of the Company such that the Managing Member is no longer the sole voting interest of the Company. However, the Managing Member's membership interest in the Company may be transferred to a Revocable Living Trust or other entity for estate planning and asset protection purposes so long as the Managing Member retains the voting and management rights. The disposition of the equity interests held in trust or other asset protection or estate planning instrument shall be subject to provisions of this Paragraph. A distribution of the Company's equity to any person without the unanimous written consent of the then existing members of the Company and any other written consents required under any agreement then in existence relating to the management rights or restrictions on the sale and transfer of equity securities of the closed family business shall be void ab initio. In the event of a void distribution of a membership interest, such interest shall vest in the Company, and the Company shall be dissolved or the equity interests otherwise disposed of in accordance with any management rights agreement or restriction on sale or transfer of equity interests in existence at the time of the void transfer. If the equity interests of the Company remain undistributed, the trustee of any revocable living trust, personal representative, or executor of the Initial Member's estate shall liquidate the Company and shall distribute the proceeds to the Initial Member or any duly qualified subsequent member or such initial or subsequent member's heirs, devisees, legatees, or other donees as provided by any last will, trust, or according to intestate succession.

ARTICLE VII – REGISTERED AGENT AND OFFICE

The name and address of the registered agent of the Company in the State of Florida is **Peter Christian Carnevale**, at **5105 Bowden Road, Jacksonville, FL 32216**.

SIGNATURE OF THE REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

By: /s/ Peter Christian Carnevale
Registered Agent Signature

SIGNATURE OF THE AUTHORIZED REPRESENTATIVE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided in section 817.155, Florida Statutes. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following the formation of the LLC and every year thereafter to maintain active status.

By: /s/ Peter Christian Carnevale
Peter Christian Carnevale, as Authorized Representative for **Colosseum Medical Holdings, PLLC** a Florida professional limited liability company.