

Division of Corporations

THIRD SUBMISSION

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Florida Department of State

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BILL KEWESHAN 1, LLC

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BILL KEWESHAN 1, LLC**

BILL KEWESHAN 1, LLC, a Florida limited liability company assigned document number L21000178964 (the "Company"), organized and existing under the Florida Revised Limited Liability Company Act (the "Act"), does hereby certify:

A. The Company, pursuant to the provisions of Section 605.0202 of the Act, hereby adopts these Amended and Restated Articles of Organization (the "A&R Articles"), which accurately restate, integrate and supersede the original Articles of Organization of the Company filed with the Department of State of the State of Florida on April 23, 2021;

B. The A&R Articles, and all amendments contained herein, were duly approved and adopted by the sole Member of the Company on April 26, 2021; and

C. The original Articles of Organization of the Company and all amendments and supplements thereto are hereby superseded by the A&R Articles, which are as follows:

**ARTICLE I. NAME**

The name of the Company is Bill Keweshan 1, PLLC.

**ARTICLE II. ADDRESS**

The street address of the principal office and the mailing address of the Company is 12294 Indian Rocks Road, Largo, Florida 33774.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The street address of the initial registered agent of the Company is 490 1<sup>st</sup> Avenue South, Suite 700, Saint Petersburg, Florida 33701, and the name of the initial registered agent at that address is Chestnut Business Services, LLC, a Florida limited liability company.

**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 medicine and the provision of related medical services, through licensed professionals employed by it, and to employ such non-licensed personnel as may be appropriate to facilitate the provision of medical services;

(b) to contract with one or more parties to manage all or a portion of its medical practice;

(c) to invest in real estate, mortgages, stocks, bonds and any other type of investments,

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including but not limited to ownership interests in entities engaged in the provision of medical services;

(d) to own or lease real and personal property necessary for the rendering of the professional services referenced above;

(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 the State 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, Florida Statutes ("F.S."), 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 render medical services. 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 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 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.

(c) Notwithstanding paragraph (b) above, if the sole Member of this Company is or becomes a Disqualified Person, then and in that event the Company shall promptly amend these A&R Articles or take such other legal action as shall be necessary or appropriate to cause the Company to change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending these A&R Articles in the manner specified herein and under applicable law, and the Company shall be removed from the provisions of Chapter 621, F.S., including, but not limited to, the right to practice a profession.

#### **ARTICLE VI. MANAGEMENT**

The Company is a manager-managed professional limited liability company. The operating agreement of the Company shall specify the authority, and limitations on such authority, of the manager(s). The current manager of the Company is William T. Keweshan, D.O., whose mailing address is 12294 Indian Rocks Road, Largo, Florida 33774.

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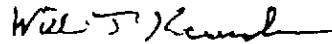
**ARTICLE VII. OPERATING AGREEMENT**

The power to adopt the operating agreement of the Company, 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 government 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 A&R Articles or contrary to the laws of the State of Florida or of the United States.

**ARTICLE VIII. AMENDMENT OF AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these A&R Articles 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 605.0201 and 621.051, F.S., has executed these A&R Articles for the uses and purposes herein stated, this 27<sup>th</sup> day of April, 2021.



WILLIAM T. KEWESHAN, D.O.,  
Authorized Representative of the Member

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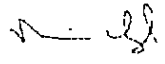
**BILL KEWESHAN 1, PLLC**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named 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 27<sup>th</sup> day of April, 2021.

CHESTNUT BUSINESS SERVICES, LLC,  
a Florida limited liability company

By:   
Name: Michael A. Igel, Esq.  
Title: Vice President