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**FLORIDA LIMITED LIABILITY CO.**

**Central Florida Premier Eye Associates Holdings, PLLC**

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**ARTICLES OF ORGANIZATION  
OF  
CENTRAL FLORIDA PREMIER EYE ASSOCIATES HOLDINGS, PLLC**

The undersigned executes these Articles of Organization of CENTRAL FLORIDA PREMIER EYE ASSOCIATES HOLDINGS, PLLC to form a professional limited liability company pursuant to the Florida Revised Limited Liability Company Act and Chapter 621, Professional Service Corporations and Limited Liability Companies, of the Florida Statutes ("F.S.").

**ARTICLE I. NAME**

The name of the Company is CENTRAL FLORIDA PREMIER EYE ASSOCIATES HOLDINGS, PLLC.

**ARTICLE II. ADDRESS**

The street address of the principal office and the mailing address of the Company is 1852 Mayo Drive, Tavares, Florida 32778.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The street address of the initial registered agent of the Company is 911 Chestnut Street, Clearwater, FL 33756, and the name of the initial registered agent at that address is Chestnut Business Services, LLC.

**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, 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

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(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, 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 Articles of Organization 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 Articles of Organization 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 managers. The initial managers of the Company are Scott R. Wehrly, M.D., Shelby L. Terpstra, D.O., Scott Holman, M.D. and Vinay Gutti, M.D., all of whose mailing address is 1852 Mayo Drive, Tavares, Florida 32778.

#### **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 Articles of Organization or contrary to the laws of the State of Florida or of the United States.

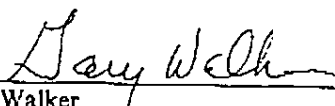
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**ARTICLE VIII. AMENDMENT OF ARTICLES OF ORGANIZATION**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization 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 Articles of Organization for the uses and purposes herein stated, this 21 day of July, 2021.

  
\_\_\_\_\_  
Gary Walker  
Authorized Representative of the Members

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**CENTRAL FLORIDA PREMIER EYE ASSOCIATES HOLDINGS, 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 911 Chestnut Street, Clearwater, FL 33756, 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 21<sup>st</sup> day of July, 2021.

CHESTNUT BUSINESS SERVICES, LLC

By: 

Vitauts M. Gulbis, VP