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Division of Corporations

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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
Oscher Consulting, PLLC**

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OSCHER CONSULTING, P.A.



January 18, 2022

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

Re: Use of Corporate Name

Dear Sir or Madam:

I am the President and Director of Oscher Consulting, P.A., a Florida professional corporation (Document #P93000066097), and I confirm that Oscher Consulting, P.A. hereby consents to Oscher Consulting, PLLC, using the name "Oscher Consulting, PLLC" for a professional limited liability company to be formed in Florida.

Thank you for your assistance in this matter.

Sincerely,

OSCHER CONSULTING, P.A.

Steven S. Oscher
President and Director

FILED
22 FEB -7 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FL 32314

850-617-6381

2/7/2022 11:50:01 AM PAGE 1/001 Fax Server



February 7, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BARNETT, KIRKWOOD, ROCHE, LONG & FOSTER, P.A.

SUBJECT: OSCHER CONSULTING, PLLC
REF: W22000013546

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is P93000066097.

Section 605.0203(1), Florida Statutes, requires the document(s) to be signed by one person acting as an authorized representative.

The registered agent must sign accepting the designation.

Document Faxed Incomplete.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham
Regulatory Specialist II
New Filing Section

FAX Aud. #: H22000046546
Letter Number: 222A00002971

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ARTICLES OF ORGANIZATION
OF
OSCHER CONSULTING, PLLC

The undersigned, being duly authorized to practice accounting under the laws of the State of Florida, hereby organizes a professional limited liability company under the provisions of the Florida Revised Limited Liability Company Act and the Florida Professional Service Corporation and Limited Liability Company Act (collectively, the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this professional limited liability company is:

Oscher Consulting, PLLC

(hereafter, the "Company").

ARTICLE 2

Purposes

The Company is formed to engage in every aspect of the practice of accounting and consulting. The professional services involved in the Company's practice of accounting may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice accounting in the State of Florida, or such other states where the Company is authorized to do business. The Company may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services. The Company may own interests in one or more other professional corporations or professional limited liability companies (as those terms are defined in the Act).

ARTICLE 3

Duration

The Company shall exist from the date of filing of these Articles of Organization with the Department of State and shall continue until its dissolution in accordance with these Articles of Organization or the Act.

ARTICLE 4

Mailing Address and Principal Office

The mailing address of the Company and the street address of its principal office is 201 N. Franklin Street, Suite 3150, Tampa, Florida 33602.

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TALLAHASSEE, FLORIDA

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ARTICLE 5
Initial Registered Office and Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the initial registered office of the Company is 201 N. Franklin Street, Suite 3150, Tampa, Florida 33602, and the name of the initial registered agent of the Company at that address is Lisl Unterholzner.

ARTICLE 6
Restriction on Alienation of Membership Interests

The membership interests of the Company are subject to certain transfer restrictions contained in the Company's Operating Agreement, as amended and/or restated from time to time (the "Operating Agreement"). Any member of the Company and/or its assignee shall be bound by the terms and conditions of the Operating Agreement. The Company will furnish a copy of the Operating Agreement to any member or assignee upon request, without charge. In addition, no member of the Company may sell or transfer all or any portion of such member's membership interest in the Company except to a person who is eligible to be a member of the Company.

ARTICLE 7
Forfeiture Upon Occurrence of Disqualifying Event

The earliest to occur of any of the following events with respect to any member of the Company (a "Disqualifying Event") shall constitute an event disqualifying such member (the "Disqualified Member") from owning a membership interest in the Company:

- (a) its legal disqualification to practice accounting in the State of Florida; or
- (b) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by it of a membership interest in the Company to any person ineligible to be a member of the Company; or
- (c) the occurrence of any involuntary transfer of its membership interest in the Company, the effect of which is to vest any legal or equitable interest in such membership interest in some person other than the member.

Upon the occurrence of a Disqualifying Event, the entire membership interest in the Company of the Disqualified Member shall be forfeited to, and redeemed by the Company, on the terms and conditions as may be set forth in the Operating Agreement; provided, however, in the absence of a contractual provision governing the redemption of a Disqualified Member's membership interest in the Company, the Disqualified Member shall be entitled to receive, in consideration for the forfeiture of its entire membership interest in the Company, a sum equal to the balance of the Disqualified Member's capital account on the date of the Disqualifying Event, and no more. Upon the occurrence of a Disqualifying Event, the Disqualified Member shall forthwith cease to be a member of, the Company and, except to receive payment for its membership interest in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Member by the Company, the Disqualified Member shall then and thereafter have no further financial interest of any kind in the Company. Each member of the Company hereby grants an irrevocable power of

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attorney to the Company to cancel its entire membership interest in the Company upon the occurrence of a Disqualifying Event.

ARTICLE 8

Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company. The initial manager of the Company is Lisl Unterholzner.

ARTICLE 9

Indemnification

The Company shall indemnify its members and managers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization the 4th day of February, 2022.



LISL UNTERHOLZNER, Member

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22 FEB - 7 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
OSCHER CONSULTING, PLLC

Pursuant to the provisions of Section 605.0113 of the Florida Statutes, the undersigned professional limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the professional limited liability company is: Oscher Consulting, PLLC
2. The name and address of the registered agent and office are:

Lisl Unterholzner
201 N. Franklin Street, Suite 3150
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated professional 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 as provided for in Chapter 605, Florida Statutes.

Dated: February 4, 2022



LISL UNTERHOLZNER

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TALLAHASSEE, FLORIDA