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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : VENERABLE CORPORATE AND TRUST SERVICES, LLC
Account Number : 120210000107
Phone : (813)284-4727
Fax Number : (813)436-8460

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: jsampson@venerable.law

FLORIDA LIMITED LIABILITY CO. BDI DDS, PLLC

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December 21, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VENERABLE CORPORATE AND TRUST SERVICES, LLC

SUBJECT: BDI DDS, PLLC

REF: W22000156756

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

Must state purpose of pllc business in FLORIDA,

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H22000426384
Letter Number: 222A00028487

P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
FOR
BDI DDS, PLLC
(a Florida Professional Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE 1
NAME

The name of the Professional Limited Liability Company is BDI DDS, PLLC (the "Company").

ARTICLE 2
DURATION

The Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE 3
NATURE OF BUSINESS-PURPOSE OF PLLC

The Company is organized for the purpose of transacting any and all lawful business permitted under the Act. The Company will operate in a professional capacity as a dental practice.

ARTICLE 4
ADDRESS

The principal office address and mailing address of the Company is 301 West Platt Street, No. 657, Tampa, Florida 33606.

ARTICLE 5
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Company is 301 West Platt Street, No. 657, Tampa, Florida 33606, and the name of the registered agent of the Company at that address is Venerable Corporate and Trust Services, LLC.

ARTICLE 6
MEMBERSHIP CERTIFICATES

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Each member's interest in the Company may be evidenced by a membership participation or unit certificate. No member of the Company may transfer, sell, or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

ARTICLE 7 INDEMNIFICATION

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, or officer of the Company, or is or was serving at the request of the Company as a manager, member, director, officer, trustee, employee, or agent of or in any other capacity with another company, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Expenses (including attorney's fees) incurred by any member, manager, or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount, if it shall ultimately be determined that such member, manager or officer is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, officer, employee, or agent derived an improper personal benefit.
- (c) A distribution in violation of Section 605.0406 of the Act.
- (d) Willful misconduct or a conscious disregard for the best interests of the company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a member.

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- (c) Recklessness, or an act or omission committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Company or a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE 8 MANAGEMENT

The Company shall be member-managed in accordance with the Company's Operating Agreement. The initial member of the Company is:

BAY DENTAL, LLC
30 N Gould St Ste R
Sheridan, WY 82801

ARTICLE 9 AMENDMENT

The company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF the undersigned has executed these Articles of Organization to be effective as of the 1st day of January 2023.

/s/ Jason Sampson

Jason Sampson, Authorized Person

(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Venerable Corporate and Trust Services LLC hereby accepts the appointment as registered agent and agrees to act in this capacity. Venerable Corporate and Trust Services LLC further agrees to comply with the provisions of all statutes relating to the proper

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and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

Venerable Corporate and Trust Services LLC

By: /s/ Jason Sampson

Jason Sampson, Manager

Dated: January 1, 2023

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