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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.

Surgicalist of America PLLC

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Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

692

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ARTICLES OF ORGANIZATION
OF
SURGICALIST OF AMERICA PLLC

The undersigned, being duly authorized to practice medicine 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:

Surgicalist of America PLLC

(hereafter, the "Company").

ARTICLE 2

Purposes

The Company is formed to engage in every aspect of the practice of medicine. The professional services involved in the Company's practice of medicine may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice medicine 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 and principal office of the Company is 8624 Sorano Villa Drive, Tampa, FL 33647.

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ARTICLE 5
Initial Registered Office and Agent

The street address of the initial registered office of the Company is 777 S. Flagler Drive, Suite 500E, West Palm Beach, FL 33401, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

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 medicine 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.

ARTICLE 9
Indemnification

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

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 5th day of January, 2023.



Craig E. Behrenfeld, Authorized Representative

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
SURGICALIST OF AMERICA 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: SURGICALIST OF AMERICA PLLC.
2. The name and address of the registered agent and office is:

GY Corporate Services, Inc.
777 S. Flagler Drive, Suite 500E
West Palm Beach, FL 33401

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: January 5, 2023

/s/ Melanie B. Stocks
Melanie B. Stocks

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