

L95000000184

STOPHEL & STOPHEL

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

800 TALLAN BUILDING

TWO UNION SQUARE

CHATTANOOGA, TENNESSEE 37402-2571

MEMBER  
COMMERCIAL LAW AFFILIATES

JOHN L. STOPHEL  
JENNIE STOPHEL  
BARTON C. HUBBS  
STEPHEN H. JETT  
WAYNE J. THOMAS  
DONALD E. MORTON  
RICHARD W. BETHEA, JR.  
HARRY H. RAY  
W. LEE MADDERN  
C. DOUGLAS WILLIAMS  
W. JEFFREY HOLLINGSWORTH  
ARTHUR P. BROCK  
RANDALL D. VAN DOLSON  
BRIAN L. WOODWARD  
RONALD D. GORLINE  
STEPHEN R. DUGGINS  
JAMES L. HEATFIELD  
TRACY C. WOODEN  
WILLIAM H. DEARNO  
ALLISON A. CARDWELL  
MONICA L. ALLEN  
NICOLE R. BARNETT

TELEPHONE 615 266 8111

FACSIMILE 615 266 8033

ALSO LICENSED IN GEORGIA

February 24, 1995

Florida Department of State  
Qualification/Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

In re: Arcadia Healthcare, L.C.

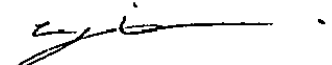
Dear Sir or Madam:

3-01-95

We enclose for filing Articles of Organization, an Affidavit of Membership and Contributions, and a Certificate of Designation of Registered Agent/Registered Office for Arcadia Healthcare, L.C. Also enclosed is our client's check in the amount of \$275.00 to cover the filing fee for the enclosed documents. We have included three counterpart originals of each document for your use. Please acknowledge receipt of filing and return acknowledgement to the undersigned in the enclosed self-addressed stamped envelope.

Thank you for your attention to this filing. If you require any additional information to conclude the filing, please contact the undersigned.

Very truly yours,

  
C. Douglas Williams  
For the Firm

CDW:jcb

cc: Mr. Kevin Pennington

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-03/13/95--01019--012  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

\$10.00 CF

DOB 3/6/95 L95-184  
4245-4226

ARTICLES OF ORGANIZATION  
OF  
FLORIDA LIMITED LIABILITY COMPANY  
ARCADIA HEALTHCARE, L.C.

FILED  
MAR 1 1995  
CLERK

Pursuant to the provisions of Section 608.407 of the Florida Limited Liability Company Act, the undersigned organizer submits these articles of organization for the purpose of organizing a Limited Liability Company.

ARTICLE I - **Name.** The name of the Limited Liability Company is  
ARCADIA HEALTHCARE, L.C.

EFFECTIVE DATE  
3-01-95

ARTICLE II - **Address.** The mailing and ~~street address of the~~ principal executive office of the Limited Liability Company is 8160 Bay Meadows Way West, Suite 170, Jacksonville, Florida 32256, in Duval County.

ARTICLE III - **Duration.** The duration of the Limited Liability Company shall end on December 31, 2025.

ARTICLE IV - **Management.** The Limited Liability Company is to be managed by the members and the name and address of the managing member is Kevin Pennington, 9019 Quail Run Drive, Chattanooga, Tennessee 37421.


ARTICLE V - **Admission of Additional Members.** The members may admit additional members by unanimous consent of all the members. The terms and conditions of the admissions shall be determined by the unanimous agreement of all the members.

ARTICLE VI - **Members Rights to Continue Business.** If any event occurs that terminates the continued membership of a member in the Limited Liability Company, if there are at least two (2) remaining members, the existence and business of the Limited Liability Company shall be continued by consent of a majority in interest of the remaining members.

ARTICLE VII - **Power to Expel a Member.** The Limited Liability Company shall have the power to expel a member by the vote of eighty percent (80%) of the members entitled to vote not including the member to be expelled.

ARTICLE VIII - **Preemptive Rights.** The members shall have preemptive rights.

ARTICLE IX      **Effective Date.**      The effective date of these Articles of Organization shall be at the beginning of business on March 1, 1995.

  
\_\_\_\_\_  
(Kevin Pennington)

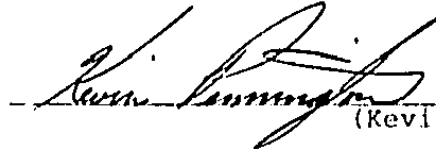
MEMBER

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ARCADIA HEALTHCARE, L.C.

The undersigned member deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contributed by the members is \$500.00;
3. The total amount of cash or anticipated to be contributed by members is \$500.00.

  
(Kevin Pennington)

MEMBER

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

ARCADIA HEALTHCARE, L.C.

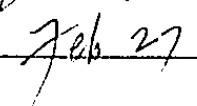
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Arcadia Healthcare, L.C.
2. The name and address of the registered agent and office is:

Gary Howe  
8160 Bay Meadows Way West  
Suite 170  
Jacksonville, Florida 32256.

Having been named as registered agent and to accept service of process for the above stated 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.

  
\_\_\_\_\_  
(Gary Howe)

  
\_\_\_\_\_, 1995.

# L95000000184

JOHN C. STOPHEL  
GLENN C. STOPHEL  
E. STEPHEN JETT  
WAYNE E. THOMAS  
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RICHARD W. BETHIA, JR.  
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MARTON C. BURNS  
OF COUNSEL

## STOPHEL & STOPHEL

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ATTORNEYS AT LAW

800 TALLAN BUILDING

TWO UNION SQUARE

CHATTANOOGA, TENNESSEE 37402-2871

MEMBER  
COMMERCIAL LAW AFFILIATES

TELEPHONE 615 266-2333

FACSIMILE 615 266-8032

August 31, 1995

Office of the Secretary of State  
Qualification/Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

ALSO LICENSED IN GEORGIA  
200001576682  
09/01/95 01013-015  
\*\*\*\*\*2.50

Via Airborne Express

In re: Arcadia Healthcare, L.C. and  
Arcadia Healthcare, LLC

Dear Sir or Madam:

On behalf of Arcadia Healthcare, L.C., a Florida limited liability company, we enclose the original and a conformed copy of the Articles of Amendment to the Articles of Organization of Arcadia Healthcare, L.C. Changing the Name to TKP, L.C. Also enclosed is the company's check made payable to the Secretary of State in the amount of \$52.50 in payment of the filing fees. Please file this document first.

Please issue a letter of acknowledgement when the name change is filed.

On behalf of Arcadia Healthcare, LLC, a Tennessee limited liability company, applying to do business in Florida under the name "Arcadia Healthcare, L.C.", we enclose for filing after the Articles of Amendment outlined above the following documents:

1. The original and a conformed copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; and
2. The original and a conformed copy of the Affidavit of Membership and Contributions; and
3. The original and a conformed copy of the Designation of Registered Agent; and
4. A Certificate of Existence issued by the Secretary of State of Tennessee on August 31, 1995; and

N/C

VS SEP 11 1995

Florida Secretary of State  
August 31, 1995  
Page 2

5. The corporation's check in the amount of \$140.00 in payment of the filing fees.

Please issue a letter of acknowledgement upon registration of the foreign limited liability company.

Your assistance is appreciated. If you have questions, please contact us.

Very truly yours,

*Merle H. Koontz*

Merle H. Koontz  
Legal Assistant  
For the Firm

Enclosures

cc, without enclosures: Mr. Kevin Pennington

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
FLORIDA LIMITED LIABILITY COMPANY  
ARCADIA HEALTHCARE, L.C.  
CHANGING THE NAME TO  
TKP, L.C.

FILED  
95 SEP -1 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned Limited Liability Company (the "Company") submits these Articles of Amendment to its Articles of Organization.

1. Name. The name of the Limited Liability Company is  
ARCADIA HEALTHCARE, L.C.
2. Date of Filing Articles of Organization. The date of Articles of Organization were filed with the Secretary of State of Florida is March 6, 1995.
3. Amendment to Articles of Organization. Article I of the Articles of Organization is deleted and the following Article I is substituted:

Article I. - Name. The name of the Limited Liability Company is

TKP, L.C.

Such Amendment was adopted by the unanimous written consent of all the Members of the Company on April 6, 1995.

Executed April 6, 1995.

ARCADIA HEALTHCARE, L.C.  
BY Kevin Pennington  
(Kevin Pennington) Managing Member

MEMBER