

9500000461

W. KIRK BROWN, ATTORNEY AT LAW

(Requestor's Name)

P. O. Box 38006

(Address)

Tallahassee, FL 32315

(City, State, Zip)

(Phone #)

(904) 222-6128

OFFICE USE ONLY

FILED
95 JUN 15 PM 8 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Managed Care, L.L.C.

(Corporation Name)

(Document #)

000001519810

-06/21/95--01095--010

***285.00 ***285.00

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

Profit

NonProfit

☒ Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/
QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

308,1184,1127,671
W/95-12802

BROWN JUN 16 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 15, 1995

W. KIRK BROWN, ESQ.
POST OFFICE BOX 38008
TALLAHASSEE, FL 32315

SUBJECT: MANAGED CARE, L.L.C.
Ref. Number: W95000012202

We have received your document for MANAGED CARE, L.L.C. and check(s) totaling \$. However, your check(s) and document are being returned for the following:

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 895A00029422

will wait

**ARTICLES OF ORGANIZATION
OF
MANAGED CARE, L.C.**

FILED
95 JUN 16 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME AND ADDRESS

The name of the limited liability company shall be MANAGED CARE, L.C. ("Company"). The principal place of business and mailing address of the Company is: 82 - 6th Street, Apalachicola, Florida 32320.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than June 1, 2024, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida are as follows: Harold L. Stewart, 82 - 6th Street, Apalachicola, FL 32320.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to buy, sell, lease and manage nursing homes, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

ARTICLE IX -- MANAGEMENT BY MEMBERS

The Company shall be managed by its Members in accordance with the rules and regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may continue any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the Members are:

Harold L. Stewart
82 - 6th Street
Apalachicola, FL 32320

Debra E. Stewart
82 - 6th Street
Apalachicola, FL 32320

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Tallahassee, Florida, for the foregoing uses and purposes.

Dated this 9th day of June, 1995.

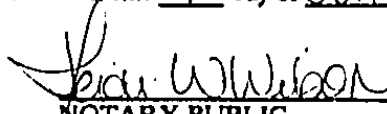

HAROLD L. STEWART

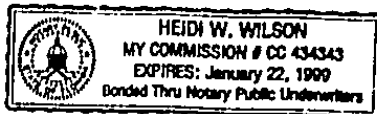

DEBRA E. STEWART

STATE OF FLORIDA
COUNTY OF Franklin

BEFORE ME, the undersigned authority, personally came and appeared HAROLD L. STEWART AND DEBRA E. STEWART, who are personally known to me or have produced a drivers license as identification, and who, after being duly sworn, acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 9th day of June, 1995.


NOTARY PUBLIC

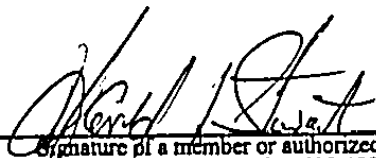


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

MANAGED CARE, L.C. deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$.00 .
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$.00 .
- 5) the total amount of 2, 3, and 4 is \$ 3,000.00 .



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Harold L. Stewart hereby accepts the appointment as Registered Agent of the above corporation, and hereby certifies that he is familiar with and accepts the obligations connected therewith.




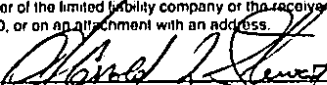
Harold L. Stewart
82 - 6th Street
Apalachicola, FL 32320

FILED
95 JUN 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

• **FILE NOW:** Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 MAY 1 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company MANAGED CARE, L.C. 82 6TH STREET APALACHICOLA FL 32320		DOCUMENT #L95000000461	
1a. Principal Place of Business Address 82 6TH STREET APALACHICOLA FL 32320		1b. Principal Place of Business Address 82 6TH STREET APALACHICOLA FL 32320	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip	
3. Date Organized or Qualified 06/16/1995		3a. State of Formation FL	
4. FET Number 59-3324025		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/>	
7. Name and Address of Current Registered Agent STEWART, HAROLD L 82 6TH STREET APALACHICOLA FL 32320		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
<p>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</p>			
SIGNATURE _____		DATE _____	
<small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)</small>			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
M	STEWART, HAROLD L	82 6TH STREET	APALACHICOLA FL
M	STEWART, DEBRA E	82 6TH STREET	APALACHICOLA FL
			800001833688 -05/28/96--01010--002 ***238.75 ***238.75
			
SIGNATURE: <u>Harold L. Stewart</u> 04/23/96 904-653-9080			

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.