

L95000000800

FILED

95 OCT 23 PM 3:53

TALLAHASSEE, FLORIDA

(Requestor's Name) CORPORATE ACCESS, INC.  
(Address) 1116-D THOMASVILLE RD  
(City, State, Zip) TALLAHASSEE, FL 32303  
(Phone #) (904) 222-2666

OFFICE USE ONLY

800001621428  
-10/26/95--01087--017  
\*\*\*\*285.00 \*\*\*\*285.00

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

1. DAK HILL Physician Hospital Association, Lic.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 10/23 11:00 ☒ ~~Regular~~ Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/> Profit	
<input checked="" type="checkbox"/> NonProfit	
<input checked="" type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

FILING 250.00  
R. AGENT 35.00  
C. COPY \_\_\_\_\_  
TOTAL 285.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

Examiner's Initials

RECEIVED  
95 OCT 23 AM 9:33  
DIVISION OF CORPORATION

D. BROWN OCT 23 1995

**ARTICLES OF ORGANIZATION  
OF  
OAK HILL PHYSICIAN HOSPITAL ASSOCIATION, L.C.**

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TALLAHASSEE, FLORIDA

**ARTICLE ONE**

The name of the limited liability company is Oak Hill Physician Hospital Association, L.C. (the "Company").

POST OFFICE BOX 550

NASHVILLE, TENNESSEE 37202-0550

**ARTICLE TWO**

The mailing address and street address of the principal office of the Company is Columbia/HCA Oak Hill Hospital, 11375 Cortez Boulevard, Brooksville, FL 34613.

**ARTICLE THREE**

The period of duration of the Company shall be perpetual or until termination of the Company in accordance with the Regulations of the Company.

**ARTICLE FOUR**

The purposes for which the Company is organized is to own and operate a Physician-Hospital Organization and to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE FIVE**

The address of the initial registered office of the Company is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of its initial registered agent is The Prentice Hall Corporation System.

**ARTICLE SIX**

The Company is to be managed by (1) or more managers, as provided in the Regulations of the Company. The initial managers shall consist of four (4) persons who are to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified. The names and addresses of the initial managers are:

**Class A Managers:** Brian Roebuck, M.D.  
11371 Cortez Blvd., Suite 111  
Brooksville, FL 34613

Jonathan Shaw, M.D.  
11371 Cortez Blvd., Suite 111  
Brooksville, FL 34613

J. Clark Williams, M.D.  
3510 Mariner Blvd.  
Spring Hill, FL 34609

**Class B Managers:** J. Daniel Miller  
Columbia/HCA Oak Hill Hospital  
11375 Cortez Boulevard  
Brooksville, FL 34613

#### **ARTICLE SEVEN**

The name and address of the organizer of the Company is as follows:

J. Daniel Miller  
Columbia/HCA Oak Hill Hospital  
11375 Cortez Boulevard  
Brooksville, FL 34613

#### **ARTICLE EIGHT**

No manager of the Company shall be personally liable to the Company or any of its members for monetary damages for any act or omission in the manager's capacity as a manager except that this Article Eight does not eliminate or limit the liability of a manager for: (1) a breach of a manager's duty of loyalty to the Company or its members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (4) an act or omission for which the liability of a manager is expressly provided for by statute. If the Florida Limited Liability Company Act or the Florida Business Corporation Act (hereinafter referred to collectively as the "Acts") hereafter are amended to authorize the further elimination or limitation of the liability of managers, then the liability of a manager of the Company, in addition to the limitation on personal

liability provided herein, shall be limited to the fullest extent permitted by the amended Acts. No amendment to or repeal of this Article Eight shall apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal.

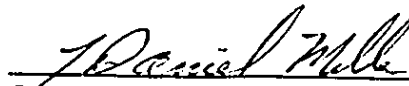
#### ARTICLE NINE

The Company shall maintain its own separate and distinct books of account and Company records. All Company formalities, including the maintenance of current minute books, shall be maintained by the Company and the Company shall maintain separate financial statements, books and records from any other Party and shall cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Company and its assets and liabilities. The Company shall not commingle its assets with any other Party (including through the maintenance of a separate bank account).

#### ARTICLE TEN

The Company shall have two classes of members designated as Class A Members and Class B Members. Initially the Class A Members shall consist of Hernando County Physician Organization and the Class B Members shall consist of Columbia/HCA Oak Hill Hospital. The powers, designation, preferences and relative rights and the qualifications, limitations and restrictions of the Class A and Class B Members are contained in the Regulations of the Company.

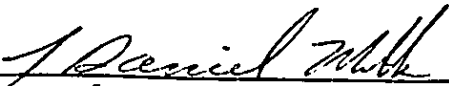
IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of October 1995.

  
Organizer

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Oak Hill Physician Hospital Association, L.C. deposes 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.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ n/a. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ 120,000. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
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 as a  
affirmation under the penalties of perjury  
that the facts stated herein are true.)

**FILING FEE: \$ 250 for Articles of Organization and Affidavit**

h:\vbraswell\affmember.pho

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: OAK HILL PHYSICIAN HOSPITAL ASSOCIATION, L.C.

2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.  
(Name)

1201 Hays Street, Suite 105  
(P.O. Box not acceptable)

Tallahassee, Florida 32301  
(City/State/Zip)

*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.*


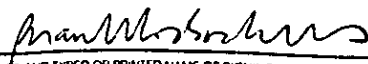
By: Charles A. Coyle  
(Signature)

Charles A. Coyle, Assistant Secretary

October 13, 1995  
(Date)

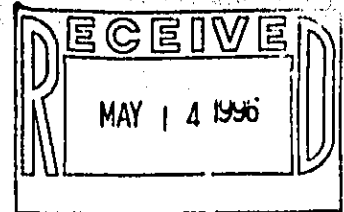
FILED  
OCT 23 PM 3:53  
TALLAHASSEE, FLORIDA

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

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1996</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> <b>\$ 238.75</b>		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>OAK HILL PHYSICIAN HOSPITAL ASSOCIATION, L</b> <b>.C.</b> <b>POST OFFICE BOX 550</b> <b>NASHVILLE TN 37202-0550</b>		<b>DOCUMENT #L95000000800</b> 1a. Principal Place of Business Address <b>HCA OAK HILL HOSPITAL</b> <b>11375 CORTEZ BOULEVARD</b> <b>BROOKSVILLE FL 34613</b>	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	<b>10/23/1995</b>	<b>FL</b>
City & State	City & State	4. FEI Number <b>62-1621183</b>	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Last Report	6. Certificate of Status Desired
			<input type="checkbox"/>
7. Name and Address of Current Registered Agent <b>THE PRENTICE HALL CORPORATION SYSTEM</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</b>		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City <b>000001873910</b> <b>-06/25/96--01002--005</b> <b>****238.75 ****238.75</b> <b>FL</b>	
9. Pursuant to the provisions of Sections 608.416 and 608.506, 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.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	ROEBUCK, BRIAN M.D.	11371 CORTEZ BOULEVARD, SU	BROOKSVILLE FL
MGR	SHAW, JONATHAN M.D.	11371 CORTEZ BOULEVARD, SU	BROOKSVILLE FL
MGR	GLICKSMAN, HOWARD MD	11373 CORTEZ BLVD.	BROOKSVILLE, FL.
MGR	WILLIAMS, J. CLARK M.	3510 MARINER BOULEVARD	SPRING HILL FL
MGR	SHANMUGHAM, SADRAS	11373 CORTEZ BLVD.	BROOKSVILLE, FL.
MGR	MILLER, J. DANIEL	11375 CORTEZ BOULEVARD	BROOKSVILLE FL
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 606, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		4/9/96	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State



April 30, 1996

OAK HILL PHYSICIAN HOSPITAL ASSOCIATION, L.C.  
POST OFFICE BOX 550  
NASHVILLE, TN 37202-0550

SUBJECT: OAK HILL PHYSICIAN HOSPITAL ASSOCIATION, L.C.  
Ref. Number: L9500000800

We have received your Annual Report; however, the document **has not been filed** and is being returned for the following:

Complete Block 4 by entering your Federal Employer Identification (FEI) number or by checking the appropriate box. A Social Security number is not a valid FEI number. For FEI number assistance, call the IRS at 1-800-829-1040.

**NOTE: YOU HAVE 30 DAYS FROM THE DATE OF THIS LETTER TO MAKE THE CORRECTIONS AND RETURN THE DOCUMENT AND NOT HAVE TO PAY THE LATE FEE OF \$25.00.**

**PLEASE RETURN A COPY OF THIS LETTER WITH THE CORRECTED DOCUMENT TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314.**

If you have additional questions or need further assistance, please call (904) 487-6059.

Division of Corporations

Letter Number: 596A00020573