

Charter Number Only

1216195 **L95000000 942**

A-YERS E Green

Requestor's Name

1975 E. SUNRISE BLVD H-519

Address

FCR1 Lowderdale FL 33304

City

State

ZIP

Phone

537-2889 D

VALIDATION ONLY

FILED
95 DEC -7
TALLAHASSEE, FLORIDA

FILED
95 DEC -7 PM 4:00
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Baxter Biotech Ventures Limited company



Toll Free: 1-800-432-3028

50000165830
12/11/95 01017-002
****337.50 ****337.50

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other **LLC**

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☐ Walk In

☒ WILL Wait

☐ Pick Up

☒ Mail Out

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CERTIFIED COPY

F. CHESSEY DEC 7 1995

**ARTICLES OF ORGANIZATION
OF
BAXTER BIOTECH VENTURES LIMITED COMPANY**

The undersigned hereby declares that the following Articles of Organization shall be the charter and authority for the conduct of business of BAXTER BIOTECH VENTURES LIMITED COMPANY.

ARTICLE I

NAME

The name of the Limited Liability Company is BAXTER BIOTECH VENTURES LIMITED COMPANY.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is: 1200 North Federal Highway, Suite 424, Boca Raton, Florida 33432.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office for the Limited Liability Company is 1200 North Federal Highway, Suite 424, Boca Raton, Florida 33432, and the name of the initial registered agent is EMILY T. LU.

ARTICLE IV

DURATION

The period of duration for the Limited Liability Company shall be fifteen (15) years. The

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95 DEC -7 PM 4:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

Company's existence shall begin at the date and time when Articles of Organization are filed with the Secretary of State of Florida.

ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by one or more Managers in accordance with the regulations adopted by the Company from time to time. All Managers shall be members of the Company. The names and addresses of the initial Managers who are to serve as Managers until the first annual meeting of the members, or until their successors are elected and qualified, are:

DONALD H. BAXTER
1200 North Federal Hwy.
Suite 424
Boca Raton, Florida 33432

EMILY T. LU
1200 North Federal Hwy.
Suite 424
Boca Raton, Florida 33432

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be as follows:

From time to time, the Company may issue additional Limited Liability Company interests and additional members of the Company may be admitted with respect to such additional Limited Liability Company interests issued by the Company. Additional Limited Liability Company interests may be issued by the Company only with the consent of all Managers. A person may be admitted as an additional member of the Company only upon such person's admission being reflected in the records of the Company. The provisions of admission of additional members may be modified by the regulations of the Company as adopted or amended from time to time.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members of the Company may elect to continue the business upon the consent of all the remaining members within ninety (90) days after the occurrence of any event described above, provided that at all times during such ninety (90) day period there are not fewer than two (2) remaining members.

ARTICLE VIII

AMENDMENT

The Managers, with the consent of all members, may amend, modify or repeal any provisions contained in these Articles of Organization through the adoption of an amendment to these Articles, or through an amendment to the Regulations of the Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of BAXTER BIOTECH VENTURES LIMITED COMPANY, deposes and says:

1. The above-named Limited Liability Company has at least two (2) members.
2. The total amount of cash contributed by the initial members is Three Thousand and 00/100 Dollars (\$3,000.00).
3. If any, the agreed value of property other than cash contributed by the members is: None.

4. The total amount of cash or property anticipated to be contributed by the members is One Million Five Hundred Thousand and 00/100 Dollars (\$1,500,000.00). This total includes the amounts listed in Items 2 and 3 above.

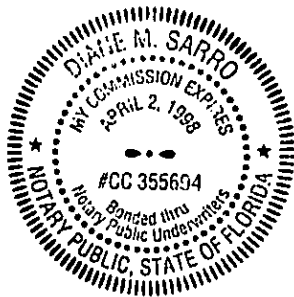
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of November, 1995.

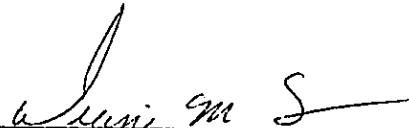

EMILY T. LU, Managing Member

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30th day of November, 1995, by EMILY T. LU, who is personally known to me, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal in the State and County aforesaid, this 30th day of November, 1995.




NOTARY PUBLIC
My Commission Expires: 4-2-98

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

In compliance with Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is BAXTER BIOTECH VENTURES LIMITED COMPANY.

2. The street address of the registered office for the Limited Liability Company is 1200 North Federal Highway, Suite 424, Boca Raton, Florida 33432, and the name of the registered agent is EMILY T. LU.

DATED this 30TH day of NOVEMBER, 1995.



EMILY T. LU, Managing Member

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95 DEC -7 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DATED this 30TH day of NOVEMBER, 1995.



EMILY T. LU, Registered Agent

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

**APPROVED
AND
FILED**

1996 APR -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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

DOCUMENT #L95000000942

1 Name and Mailing Address
of Limited Liability Company

BAXTER BIOTECH VENTURES LIMITED COMPANY
1200 N FEDERAL HWY STE 424
BOCA RATON FL 33432

1a. Principal Place of Business Address

1200 N FEDERAL HWY STE 424
BOCA RATON FL 33432

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

Suite, Apt. #, etc

Suite, Apt. #, etc

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

12/07/1995

3a. State of Formation

FL

4. FEI Number

65-0632403

☐ Applied For

☐ Not Applicable

5. Date of Last Report

N/A

6. Certificate of Status Desired

☐ \$6.75 Additional Fee Required

7. Name and Address of Current Registered Agent

LU, EMILY T
1200 N FEDERAL HWY STE 424
BOCA RATON FL 33432

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc

City

FL

Zip Code

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

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (X) (If Registered Agent signature required when reinstating)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM BAXTER, DONALD H

1200 N FEDERAL HWY STE 424

BOCA RATON FL

MGRM LU, EMILY T

1200 N FEDERAL HWY STE 424

BOCA RATON FL

2000001776332
-04/11/96--01033--001
***238.75 ***1234.5

258
4/19/96

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

SIGNATURE:

EMILY T. LU FEB 6, '96

(409)
395-2155

Baxter Biotech Ventures Limited Company
L95000000942

Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

October 30, 1996

Dear Sirs;

Re: Articles of Dissolution

Attached is a set, the original and the copy, of Articles of Dissolution for **BAXTER BIOTECH VENTURES LIMITED COMPANY**, a Florida Limited Liability Company stating the unanimous written agreement of all members to dissolve the Limited Liability Company effective October 30, 1996.

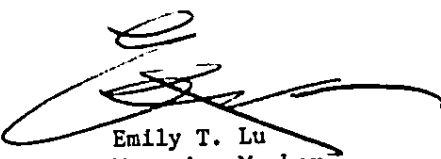
A check of \$61.25 is also attached in payment of \$52.50 filing fee and \$8.75 certificate of status.

Please acknowledge the dissolution and stamp and return the copy of dissolution for our records.

Thank you.

Yours sincerely,

600001994766--6
-11/04/96--01016-015
*****61.25 *****61.25


Emily T. Lu
Managing Member

Encl.

*Corporation
Linda*

FILED
96 NOV -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
96 NOV -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is _____
Baxter Biotech Ventures Limited Company

2. The effective date of the limited liability company's dissolution is October 30, 1996

3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy of 608.441 on back of cover letter).

The dissolution is done by the unanimous written agreement of all members.

4. **CHECK ONE :**

☒ All debts, obligations and liabilities of the limited liability company have been paid or discharged.
-OR-

☐ Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421.

5. All remaining property and assets have been distributed among its members in accordance with the respective rights and interests.

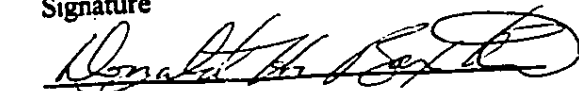
6. **CHECK ONE :**

☒ There are no suits pending against the company in any court.
-OR-

☐ Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Signatures of all members :

Signature



Typed or Printed name

Donald H. Baxter, Managing Member

Emily T. Lu, Managing Member

