

LAW OFFICES
RAYMOND & RAYMOND
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
2801 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32963
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TELECOPIER (407) 234-4863

TELEPHONE (407) 368-2151
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
815 NORTH WOODWARD AVENUE, SUITE 2000
BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (800) 642-2522
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OUR FILE NUMBER

L95000000968
December 17, 1995

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: 1260 ASSOCIATES, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

Filing Fee	\$250.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$337.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & RAYMOND, P.A.

Kera J. Draetta
Kera J. Draetta
Corporate Paralegal

DEC 14 1995 BSE

Enclosures

700001660087
-12/12/95--01091--001
***337.50 ***337.50

FILED
95 DEC 14 PM 2:09
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
1260 ASSOCIATES, L.C.

FILED
95 DEC 14 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as organizer of 1260 ASSOCIATES, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be 1260 ASSOCIATES, L.C., (the "LLC").

ARTICLE II
DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III
PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV
BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be 1260 37th Street, Vero Beach, Florida 32960. The name and address of the LLC's initial registered agent shall be James L. Cain, M.D., located at 1260 37th Street, Vero Beach, Florida 32960.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Peter G. Warnicki	\$50,000.*
James L. Cain	\$50,000.*
George K. Nichols	\$50,000.*
David W. Griffin	\$50,000.*

*This amount constitutes an approximate net value after considering the indebtedness of certain assets including real estate and personal property.

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII
DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII
MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

James L. Cain, M.D.
1260 37th Street
Vero Beach, FL 32960

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX
ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the

ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 11 day of December, 1995.

By: James L. Cain, M.D.
James L. Cain, M.D.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 1260 ASSOCIATES, 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 members is \$-0-.
3. If any, the agreed value of property other than cash contributed by member(s) is \$200,000.00. This amount constitutes an approximate net value after considering the indebtedness of certain assets including real estate and personal property.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$200,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with §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.

James L. Cain M.D.
James L. Cain, M.D.

STATE OF Florida)
COUNTY OF Indian River) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared James L. Cain, to me known to be the persons described in and who executed the foregoing Articles of Organization of 1260 ASSOCIATES, L.C., and they acknowledged before me that they subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 11th day of December, 1995.

Jeanne E. Clark
Notary Public
My Commission Expires:



JEANNE E. CLARK
My Comm. Exp. 3/19/98
Bonded By Service Ins
No. CC340398
1) Personally Known 1) Other

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

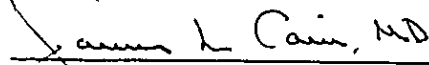
FILED
95 DEC 14 PH 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That 1260 ASSOCIATES, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 1260 37th Street, Vero Beach, FL 32960 has named James L. Cain, M.D. located at 1260 37th Street, Vero Beach, Florida, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



James L. Cain, M.D.

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 12 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

DOCUMENT #L95000000968

1260 ASSOCIATES, L. C.
1260 37TH STREET
VERO BEACH FL 32960

1a. Principal Place of Business Address

1260 37TH STREET
VERO BEACH FL 32960

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

12/14/1995

FL

Suite, Apt. #, etc.

Suite, Apt. #, etc.

4. FEI Number

☐ Applied For

City & State

City & State

65-0633259

☐ Not Applicable

Zip

Country

Zip

Country

5. Date of Last Report

6. Certificate of Status Desired

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

CAIN, JAMES L M.D.
1260 37TH STREET
VERO BEACH FL 32960

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 *X*

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

CAIN, JAMES L

1260 37TH STREET

VERO BEACH FL

400001719854
-02/21/96--01002--004
****238.75 ****238.75

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: *X*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #