

L960000000460

Foley, Lardner

Requestor's Name

Address

222-6100

City/State/Zip

Phone #

\*\*\*\*\*794228  
-104/25/96--01034--005  
\*\*\*\*\*337.50 \*\*\*\*\*337.50

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

2<sup>30</sup>

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input 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

RECEIVED  
96 APR 24 PM 10:26  
DIVISION OF CORPORATIONS  
FILED  
96 APR 24 PM 11:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

4/24/96

Examiner's Initials

**FOLEY LARDNER  
WEISSBURG & ARONSON**

ATTORNEYS AT LAW

CHICAGO  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
SACRAMENTO

POST OFFICE BOX 2193  
ORLANDO, FLORIDA 32802-2193  
111 NORTH ORANGE AVENUE, SUITE 1800  
ORLANDO, FLORIDA 32801-2386  
TELEPHONE (407) 423-7656  
FACSIMILE (407) 648-1743

SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON D.C.  
WEST PALM BEACH

WRITER'S DIRECT LINE

April 23, 1996

**VIA HAND DELIVERY**

Department of State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Articles of Organization of Associates in Primary Care, P.L.**

Dear Sir or Madam:

Enclosed please find the Articles of Organization and Affidavit of a Member for Associates in Primary Care, P.L. and a check to cover the cost of filing the documents and obtaining a certified copy of the Articles.

Please deliver the certified copy of the Articles to the courier making this hand delivery. Thank you for your assistance with this matter.

Sincerely,



Marian W. Schlow

Enclosures

C:\WP51\DOCS\MARIAN\PRIMARY\DEPTSTAT.LTR

ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STUTTGART AND TAIPEI

**F & L CORP.**

**Consent of Sole Shareholder**


The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.  
John R. Dawson  
Michael W. Grebe  
Charles V. Hadrick  
William D. King  
David M. Rieth  
John A. Sanders  
William P. Sklar  
Martin A. Traber  
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By:   
Michael W. Grebe  
Chairman and Chief Executive  
Officer

ARTICLES OF ORGANIZATION  
OF  
**ASSOCIATES IN PRIMARY CARE, P.L.**

FILED  
96 APR 24 AM 11:21  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a member of **ASSOCIATES IN PRIMARY CARE, P.L.**, hereby adopts and submits for filing the following Articles of Organization of a professional limited liability company pursuant to Section 621.051 of the Florida Professional Service Corporation and Limited Liability Company Act and Section 608.407 of the Florida Limited Liability Company Act:

**ARTICLE I. - NAME OF PROFESSIONAL LIMITED LIABILITY COMPANY**

The name of the professional limited liability company shall be **ASSOCIATES IN PRIMARY CARE, P.L.**

**ARTICLE II. - TERM OF EXISTENCE**

The professional limited liability company shall begin its existence as of the filing of these Articles of Organization and shall exist until dissolved pursuant to Article VII hereof.

**ARTICLE III - PURPOSES AND POWERS**

The purpose for which the professional limited liability company is organized is to render professional medical care and treatment and related services and to engage in any and all related businesses and activities necessary, customary, convenient or incident to the foregoing permitted by the laws of the State of Florida to be engaged in by a professional limited liability company organized and existing under the Florida Professional Service Corporation and Limited Liability Company Act. The professional limited liability company shall have all of the powers vested in a professional limited liability company organized and existing under the Florida Professional Corporation and Limited Liability Company Act.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of the limited liability company in the state of Florida is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, FL 32201-0240. The name of the initial registered agent of the corporation at such address is F&L Corp.

**ARTICLE V - MANAGEMENT**

The professional limited liability company shall be managed by a Board of Managers. The names and addresses of the initial managers who shall serve until the first

annual meeting of members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John R. Diaz, M.D.	687 Annemore Lane Naples, FL 33963
Phillip M. Francis, M.D.	681 Goodlette Road North Suite 230 Naples, FL 33940
Dulce M. Villacampa, M.D.	1008 Goodlette Road North Suite 100 Naples, FL 33940

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted into the professional limited liability company in the manner prescribed in the regulations of the professional limited liability company.

#### **ARTICLE VII - DISSOLUTION**

The professional limited liability company shall be dissolved upon the occurrence of any of the following events:

- (a) The unanimous written agreement of all Members;
- (b) Upon the death, retirement, resignation, expulsion or bankruptcy of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the limited liability company is continued by consent of the Members owning or holding at least a Majority Interest within ninety (90) days after the occurrence of the dissolution event and there are at least two remaining Members;
- (c) When the professional limited liability company has fewer than two Members; or
- (d) Upon judicial dissolution of the limited liability company pursuant to Section 608.441(2) of the Florida Act.

**ARTICLE VIII - MAILING ADDRESS AND STREET ADDRESS**

The mailing and street address of the principal office of the professional limited liability company in the state of Florida is 773 Fourth Avenue North, Suite A, Naples, FL 33940.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization at Naples, Florida, this 22 day of April, 1996.

  
John R. Diaz, M.D., Member

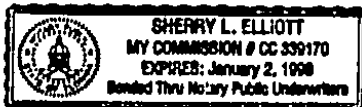
**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me by John R. Diaz, M.D., who is personally known to me, this 22 day of April, 1996.

  
NOTARY PUBLIC - State of Florida At Large  
Printed Name: Sherry L. Elliott

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, a Wisconsin corporation qualified to do business in the State of Florida, having been named in the foregoing Articles of Organization as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section §608.495 of the Florida Limited Liability Company Act, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the professional limited liability company.

DATED this 23<sup>rd</sup> day of April, 1996.

**REGISTERED AGENT:**

**F & L CORP.,**  
a Wisconsin corporation

By: 

John A. Sanders, Agent

**AFFIDAVIT OF A MEMBER  
OF  
ASSOCIATES IN PRIMARY CARE, P.L.**

STATE OF FLORIDA  
COUNTY OF COLLIER

The undersigned member of **ASSOCIATES IN PRIMARY CARE, P.L.**, a Florida professional limited liability company, hereby declares as follows:

1. The professional limited liability company has at least two (2) members.
2. The members of the limited liability company have contributed to the capital of the professional limited liability company cash in the amount of \$46,000.
3. The amount anticipated to be contributed to the capital of the professional limited liability company by the members of the professional limited liability company is cash in the amount of \$184,000. The total shall be \$230,000.
4. This Affidavit is executed by the undersigned member of the professional limited liability company.

  
John R. Diaz, M.D., Member

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me by John R. Diaz, M.D., who is personally known to me, this 22 day of April, 1996.

  
NOTARY PUBLIC - State of Florida At Large  
Printed Name: Sherry L. Elliott

My Commission Expires:



FILED  
96 APR 24 11:21  
TALLAHASSEE, FLORIDA