

# L96000001147

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95 OCT 31 AM 10:50  
DIVISION OF CORPORATION

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95 OCT 31 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

1. COMMONS DADE I, L.C. (Document #)  
(Corporation Name)
2. \_\_\_\_\_ (Document #)  
(Corporation Name)
3. \_\_\_\_\_ (Document #)  
(Corporation Name)
4. \_\_\_\_\_ (Document #)  
(Corporation Name)

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-11/01/96--01087--027  
\*\*\*337.50 \*\*\*337.50

- Walk in     Pick up time 10/31 4:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

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

Examiner's Initials nc

ARTICLES OF ORGANIZATION  
OF  
COMMONS DADE I, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

The undersigned (the "Members") acting as the organizers of Commons Dade I, L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE 1  
NAME

The name of the limited liability company is Commons Dade I, L.C. (the "Company").

ARTICLE 2  
PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE 3  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS  
AND PRINCIPAL PLACE OF BUSINESS

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Bradford S. Kanan. The street address of the Company's initial registered office is 1325 W. Colonial Drive, Suite 200, Orlando, FL 32804.

B. Principal Place of Business. The mailing address and the street address of the Company's principal place of business is 1325 W. Colonial Drive, Suite 200, Orlando, FL 32804.

**ARTICLE 4**  
**CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION**  
**AND MEMBER VOTING**

A. **Initial Contributions.** The total amount of cash or property to be initially contributed by each of the Members to the Company is as follows:

	<u>Amount</u>	<u>Percentage</u>
1. Bradford S. Kanan	\$1,000.00	33 1/3%
2. Rhonda J. Kanan	\$1,000.00	33 1/3%
3. Commons Medical Development, Inc.	\$1,000.00	<u>33 1/3%</u>
<b>Total Initial Contributions</b>	<b>\$3,000.00</b>	<b>100%</b>

B. **Additional Contributions.** The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

**ARTICLE 5**  
**ADMISSION OF NEW MEMBERS**

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

**ARTICLE 6**  
**MANAGERS**

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The a Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until its successor is elected and qualified, is:

Commons Medical Development, Inc.  
1325 W. Colonial Drive, Suite 200  
Orlando, FL 32804

**ARTICLE 7**  
**PERIOD OF DURATION**

The Company's existence shall commence upon the filing of these Articles of Organization and shall be thirty (30) years, unless dissolved sooner in accordance with the terms of the Regulations of the Company. Upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

**ARTICLE 8**  
**NON-LIABILITY AND INDEMNIFICATION**

A. **Non-Liability.** A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4363(7), Fla. Stat., (or any similar provision of any subsequent law enacted in Florida).

B. **Indemnification.** Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

ARTICLE 9  
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE 10  
ADOPTION OF REGULATIONS

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 30<sup>th</sup> day of October, 1996.

COMMONS MEDICAL DEVELOPMENT, INC.

By:   
Bradford S. Kanan, President

  
BRADFORD S. KANAN

  
RHONDA J. KANAN

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1996, by Bradford S. Kanan, as President of Commons Medical Development, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Maria N. Maldonado  
Name: Maria N. Maldonado  
Notary Public



STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1996, by Bradford S. Kanan. He is personally known to me or has produced identification. 89

Maria N. Maldonado  
Name: Maria N. Maldonado  
Notary Public



MARIA N. MALDONADO  
My Commission CC452901  
Expires Apr. 13, 1999  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1996, by Rhonda J. Kanan. She is personally known to me or has produced identification. 89


Maria N. Maldonado  
Name: Maria N. Maldonado  
Notary Public



MARIA N. MALDONADO  
My Commission CC452901  
Expires Apr. 13, 1999  
Bonded by HAI  
800-422-1555

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Bradford S. Kanan, hereby accept my designation as registered agent of the Company and acknowledge that I am familiar with and accept the obligations of such position.

  
\_\_\_\_\_  
Bradford S. Kanan

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**AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF ORANGE**

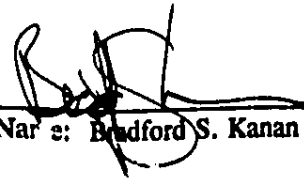
The undersigned, being duly sworn hereby states and deposes as follows:

1. That he is a Member of Commons Dado I, L.C. (the "Company") and is familiar with the facts herein.
2. That there are at least two Members of the Company.
3. That it is anticipated that the Members will contribute the following amounts of capital in cash to the Company:

- |                                      |                   |
|--------------------------------------|-------------------|
| 1. Bradford S. Kanan                 | \$1,000.00        |
| 2. Rhonda J. Kanan                   | \$1,000.00        |
| 3. Commons Medical Development, Inc. | <u>\$1,000.00</u> |

Total Initial Contributions	\$3,000.00
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Further Affiant Sayeth Naught.

  
 Name: Bradford S. Kanan

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 TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1996, by Bradford S. Kanan, who is personally known to me or who has produced as identification.

Maria N. Maldonado  
 Name: Maria N. Maldonado  
 Notary Public  
 My Commission expires:


 MARIA N MALDONADO  
 My Commission CC452001  
 Expires Apr. 13, 1999  
 Bonded by HAI  
 800-422-1555