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JOHNSON BLAKELY

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FLORIDA DIVISION OF CORPORATIONS

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ACCT#: 0766

CONTACT: KRISTEN DECLEENE

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NAME: INTERLINK REHAB SERVICES FLORIDA, L.C.

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 19, 1997

KRISTEN DECLEENE  
911 CHESTNUT STREET  
CLEARWATER, FL 33756

SUBJECT: INTERLINK REHAB SERVICES FLORIDA, L.C.  
REF: W97000028285

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

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Letter Number: 497A00059604

**JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.**

ATTORNEYS AND COUNSELLORS AT LAW

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JOAN M. VECCHIOLI  
AMBER WILLIAMS  
JULIUS J. ZSCHAU

\*OF COUNSEL

PLEASE REPLY TO CLEARWATER

FILE NO. 39182.097942

December 18, 1997

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: CHANGE OF ENTITY

Dear Sir/Madam:

This is to advise that the Florida corporation identified as **INTERLINK REHAB SERVICES FLORIDA, INC.**, our client, is being dissolved and there is being a new entity formed to be known as **INTERLINK REHAB SERVICES FLORIDA, L.C.** by related entities.

It is the intent and desire of the officers, directors and shareholders of **INTERLINK REHAB SERVICES FLORIDA, INC.** to allow the formation of the new limited liability company and any small time element between the dissolution of the corporation and the formation of the limited liability company is authorized by the corporation shareholders, directors and officers as may be required by the State of Florida.

**JOHNSON, BLAKELY, POPE, BOKOR,  
RUPPEL & BURNS, P. A.**

By   
Peter A. Revellini, Esquire, attorney  
for the corporation

0146018.01/MIL

CLEARWATER OFFICE  
911 CHESTNUT STREET  
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CLEARWATER, FLORIDA 33757-1368  
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SUITE 1800  
POST OFFICE BOX 1100  
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TELESCOPIER: (813) 225-7118

NAPLES OFFICE  
975 SIXTH AVE. S  
POST OFFICE BOX 1368  
NAPLES, FLORIDA 34102  
TELEPHONE: (813) 435-0035  
TELESCOPIER: (813) 435-9992

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ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
OF  
INTERLINK REHAB SERVICES FLORIDA, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: InterLINK Rehab Services Florida,

ARTICLE II

Commencement Date and Duration

This Company shall commence on December 14, 1997, in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members or managers in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

Prepared By:

Peter A. Rivellini, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0067156  
(813) 461-1818

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TALLAHASSEE, FLORIDA

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1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members;
3. Unanimous written consent of all of the members; and
4. Unanimous written consent of all of the managers.

### ARTICLE III

#### Purposes

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, disposition, purchase, lease, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying, and otherwise dealing with medical services and all such other activities incidental or useful to the foregoing.

### ARTICLE IV

#### Place of Business

The principal place of business and mailing address of this Company shall be 26217-B RAMPART BLVD., PUNTA GORDA, FL 33983, and such other place or places as may be designated by the managers from time to time.

### ARTICLE V

#### Registered Agent and Office

The initial registered agent for this Company shall be MICHAEL T. CRONIN, and the address of the registered agent for service of process shall be 911 CHESTNUT STREET, CLEARWATER, FL 33756.

### ARTICLE VI

#### Capital Contributions

- a. Initial Capital. The initial capital of this Company shall consist of the sum of cash of one hundred Dollars (\$ 100.00 ~~XXXXXX~~).

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b. Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

c. Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A member shall be entitled to a return of his capital contribution by consent of all members.

#### ARTICLE VII Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement and Regulations.

#### ARTICLE VIII Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

#### ARTICLE IX Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its managers who shall serve until the first annual meeting of members or until his successor is duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
InterLINK Rehab Services, LLC. a Colorado limited liability company	999 Eighteenth St. #3320 Denver, CO 80202
Robert A. Brown, an individual	26217-B Rampart Blvd. Punta Gorda, FL 33983

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The managers shall be elected by the members of this Company at its annual meeting each year by majority vote relative to their capital interest in this Company as set forth in the Operating Agreement and Regulations.

#### ARTICLE X Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

#### ARTICLE XI Property

a. Ownership. All property originally paid or brought into, or transferred to this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. Title. The title to all property of the Company shall be held in the name of this Company.

c. Conveyances. The managers are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the managers if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

INTERLINK REHAB SERVICES FLORIDA, L.C.,

By: \_\_\_\_\_  
Title: \_\_\_\_\_

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

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**ARTICLE XII**  
**Amendments**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers; and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

**ARTICLE XIII**  
**Regulations**

The managers are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

**ARTICLE XIV**  
**Contracting Debts**

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizers of InterLINK Rehab Services Florida, L.C. have executed these Articles of Organization this 12<sup>th</sup> day of December, 1997.

InterLINK Rehab Services, LLC.

By: Ed. Dele  
Director

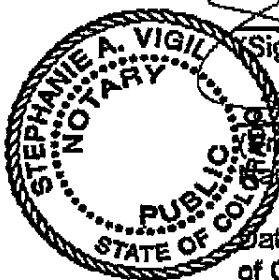
Robert A. Brown  
Robert A. Brown, Individually



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STATE OF COLORADO  
COUNTY OF Denver

The foregoing instrument was acknowledged before me this  
12/12/97 by cd Seiler of InterLINK Rehab Services,  
 LLC., a Colorado limited liability company, on behalf of the company.

Signature of Notary Public) Stephanie A. VigilPrint, Type or Stamp Commissioned  
Name of Notary Public)Date of Expiration and Number  
of Commission: 1-18-2001STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 12/12/97  
 by Robert A. Brown who:

☒ (a) is personally known to me  
 OR

☐ (b) who has produced a \_\_\_\_\_ (type of  
 identification) as identification.

Maria E. Rivera  
 (Signature of Notary Public)

MARIA E. RIVERA  
 (Print, Type or Stamp Commissioned  
 Name of Notary Public)

Date of Expiration and Number  
 of Commission:



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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of InterLink  
Rehab Services of Florida, 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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 50,000.00
- 5) the total amounts of 2, 3 and 4 is \$ 50,100.00

  
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 an affirmation under the penalties of perjury that the facts stated herein are true.)

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