

L98000001233

*Law Offices*

SCOTT DAVID KRUEGER, CHARTERED

*A Professional Corporation*

2790 NORTHWEST 43RD STREET, SUITE 200  
POST OFFICE BOX 7099  
GAINESVILLE, FLORIDA 32605

July 14, 1998

GAINESVILLE (352) 376-3090  
OCALA (352) 732-4405  
FACSIMILE (352) 373-7347

Via UPS Overnight  
Department of State  
Division of Limited Liability Companies  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Incorporation of NewCo, L.C.

400002591934-7  
-07/13/98-01073-0017  
\*\*\*337.50 \*\*\*337.50

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Organization for the above named, as well as an affidavit of membership and contributions, and a certificate of Registered Agent/Registered Office, together with our check in the amount of \$337.50 to cover the following costs:

Filing Fee	\$ 250.00
Certified copy of Articles Fee	52.50
Registered Agent Designation Fee	35.00
Total	<u>\$ 337.50</u>

FILED  
98 JUL 27 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Your prompt response in return of a certified copy of the Articles is appreciated. Please also note enclosed is an affidavit releasing the rights to use its name by NewCo Management Company, Inc.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me directly.

Sincerely yours,

Scott David Krueger

E. TAX 285.00

FILING R. AGENT FEE 52.50

C. 337.50

N. 337.50

DATE DUE

RECEIVED

Name	
Address	
City	
State	
Zip	
Phone	
Enclosures	DCC
doc:aa:newcolc\n004art.cov	
Verify	DCC

RECEIVED  
98 JUL 15 AM 9:10  
DIVISION OF CORPORATIONS

W98000016358  
L98000001233

*Law Offices*

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**SCOTT DAVID KRUEGER, CHARTERED**

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*A Professional Corporation*

2790 NORTHWEST 43RD STREET, SUITE 200  
POST OFFICE BOX 7099  
GAINESVILLE, FLORIDA 32605

GAINESVILLE (352) 376-3090  
OCALA (352) 732-4405  
FACSIMILE (352) 373-7347

July 24, 1998

Via UPS Overnight

Department of State  
Division of Limited Liability Companies  
409 East Gaines Street  
Tallahassee, FL 32301

*Re: Incorporation of NewCo Management, L.C.*

*To whom it may concern:*

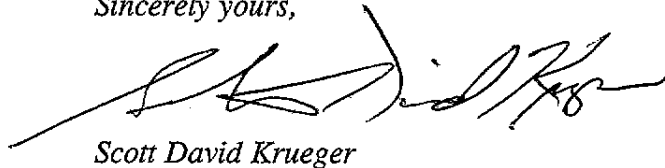
*Pursuant to your letter dated July 20, 1998 (a copy is enclosed), please find a revised original and one copy of the Articles of Organization for the above named entity, as well as an affidavit of membership and contributions, and a certificate of Registered Agent/Registered Office.*

*Your prompt response in return of a certified copy of the Articles is appreciated.*

*Please also note an affidavit releasing the rights to use its name by NewCo Management Company, Inc. was previously filed with your office in case your office should consider that name in conflict with the limited liability company's revised name.*

*Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me directly.*

*Sincerely yours,*



*Scott David Krueger*

*enclosures*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 20, 1998

SCOTT DAVID KRUEGER, CHARTERED  
P.O. BOX 7099  
GAINESVILLE, FL 32605

SUBJECT: NEWCO, L.C.  
Ref. Number: W98000016358

We have received your document for NEWCO, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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) 487-6913.

Diane Cushing  
Corporate Specialist

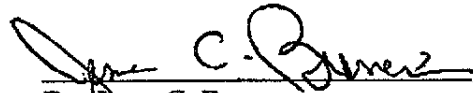
Letter Number: 798A00038248

**NewCo Management Company, Inc.****Affidavit of Release of Corporate Name**

The undersigned, duly authorized to take such action on behalf of the corporation, and pursuant to Section 607.1405(4), Florida Statutes, hereby releases the name of the dissolved corporation, NewCo Management Company, Inc., and makes it available for immediate assumption or use by other corporations.

Made effective this 6<sup>th</sup> day of July, 1998.

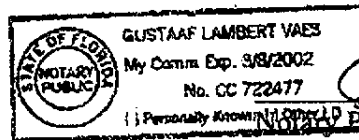
NewCo Management Company, Inc.

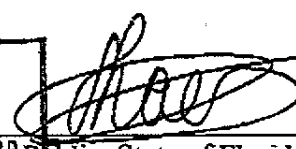
  
By: Jesse C. Brannen  
Its: Administrator

State of Florida  
County of Alachua

Subscribed and sworn before me on this 14<sup>th</sup> day of July, 1998, by Jesse C. Brannen, a duly authorized officer of NewCo Management Company, Inc. Jesse C. Brannen is personally known to me (yes ☒ no ☐) or has provided \_\_\_\_\_ as identification.

(Seal)



  
Notary Public, State of Florida  
Print Name: GUSTAAF LAMBERT VAES

doc:aa/tlw:newco/n025name.rel

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
NewCo Management, L.C.**

Pursuant to Section 608.407, Florida Statutes, the members, being North Central Florida Medical Network, Inc., Community Physicians Network, Inc., RMA Properties, Inc., Advanced Physical Therapy of North Florida, Inc. and Jesse C. Brannen, hereby form NewCo Management, L.C., a Florida limited liability company (the "Limited Liability Company"), as follows.

**Article I - Name**

The name of the Limited Liability Company is NewCo Management, L.C.

**Article II - Address**

The mailing address and street address of the Limited Liability Company is 4881 NW 8<sup>th</sup> Ave., Suite 5, Gainesville, Florida 32605.

**Article III - Duration**

The period of duration of the Limited Liability Company shall be perpetual. In the event of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which would otherwise terminate the continued membership of a member in the Limited Liability Company, the remaining members shall continue the business of the Limited Liability Company.

**Article IV - Management**

The Limited Liability Company is to be managed by managers, and the names and addresses of the persons who are to serve as managers are:

Robert R. Hawkins, 135 W. Muhammad Ali Blvd., Louisville, Kentucky 40202  
Chris Chandler, 135 W. Muhammad Ali Blvd., Louisville, Kentucky 40202  
John K. Doll, 135 W. Muhammad Ali Blvd., Louisville, Kentucky 40202  
Jesse C. Brannen, 4881 NW 8<sup>th</sup> Ave., Suite 5, Gainesville, Florida 32605  
Daniel Duncanson, 4881 NW 8<sup>th</sup> Ave., Suite 5, Gainesville, Florida 32605  
Michael Rozboril, 4881 NW 8<sup>th</sup> Ave., Suite 5, Gainesville, Florida 32605

**Article V - Additional Members**

Members shall have no rights to admit additional members to the Limited Liability Company. Managers may, to the extent provided for in the Regulations of the Limited Liability Company, admit new members.


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JUL 27 PM 12:10  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

### Article VI - Registered Agent and Office

The initial registered agent of the Limited Liability Company in Florida is Jesse C. Brannen. The address of the Limited Liability Company's registered office in Florida is 4881 NW 8<sup>th</sup> Ave., Suite 5, Gainesville, Florida 32605.

Witness the signature of the undersigned member on this 13 day of July, 1998.

Jesse C. Brannen

By: 

Title: An Individual Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

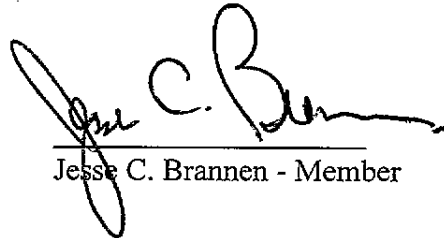
## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NewCo Management, 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 \$125,000.00;
- 3) the agreed value of property other than cash contributed by member(s) is \$ 370,000, comprised of personal property, in-kind services and other assets;
- 4) the total amount of cash or property anticipated to be contributed by members is \$495,000.00. This total includes amounts from 2 and 3 above.

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.

Dated this 23 day of July, 1998.

  
Jesse C. Brannen - Member

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98 JUL 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

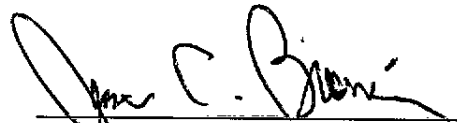
Pursuance to the provisions of section 608.415 or 608.507, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That **NewCo Management, L.C.**, desiring to organize under the laws of the State of Florida, has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

JESSE C. BRANNEN  
4881 N.W. 8<sup>th</sup> AVE., SUITE 5  
GAINESVILLE, FLORIDA 32605

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
\_\_\_\_\_  
Jesse C. Brannen

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98 JUL 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA