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Gulf Biology Associates LC

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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OTHER FILINGS	
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ARTICLES OF ORGANIZATION  
OF  
GULF UROLOGY ASSOCIATES, L.C.

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.  
NAME

The name of the Limited Liability Company shall be GULF UROLOGY ASSOCIATES, L.C.

ARTICLE II.  
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist perpetually, commencing as of August 3, 1998.

ARTICLE III.  
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office of the Limited Liability Company is 1410 59th Street West, Bradenton, FL 34209.

ARTICLE IV.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1410 59th Street West, Bradenton, FL 34209 and the name of its initial registered agent at such address is Kenneth Fiscella, M.D.

**ARTICLE V.  
PURPOSE**

This Professional Limited Liability Company is organized for the following purposes:

A. To engage in every aspect of the practice of medicine.

B. To render professional services in connection with the practice of medicine by and through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To own real and personal property necessary for the rendering of professional services authorized under these Articles of Organization.

E. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the above described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

**ARTICLE VI.  
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;  
RIGHT TO ADMIT ADDITIONAL MEMBERS**

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except in accordance with the Regulations of the Limited Liability Company.

Admission of new members requires the vote of the members of the Limited Liability Company in accordance with the Regulations. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

The ownership interests and voting interests of the members shall be determined in accordance with the Regulations.

ARTICLE VII.  
CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII.  
MANAGEMENT

Management of the Limited Liability Company is reserved to its members in accordance with the Regulations of the Limited Liability Company. The names and addresses of the initial members are as follows:

Charles T. Polis, Jr., M.D., P.A.	Gulfcoast Urology, P.A.
1410 59th Street West	1850-B 59th Street West
Bradenton, FL 34209	Bradenton, FL 34209

ARTICLE IX.  
REGULATIONS

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.  
AMENDMENT

These Articles of Organization may be amended by a unanimous vote of members representing all of the ownership interests in the Limited Liability Company.

The undersigned, being one of the initial members of the Limited Liability Company, hereby certifies that the foregoing

constitutes the Articles of Organization of GULF UROLOGY ASSOCIATES, L.C.

Executed by the undersigned on August 5, 1998.

CHARLES T. POLIS, JR., M.D., P.A.

By: 

Kenneth Fiscella, M.D.

Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Professional Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 5th day of August, 1998.

  
Kenneth Fiscella, M.D.  
REGISTERED AGENT

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AFFIDAVIT OF  
LIMITED LIABILITY COMPANY  
MEMBER CONTRIBUTIONS

The undersigned, constituting a Member of GULF UROLOGY ASSOCIATES, L.C., a Florida Limited Liability Company (the "Limited Liability Company"), states and certifies as follows:

1. The Limited Liability Company has at least two (2) Members, as identified in Article VIII of the Articles of Organization of even date herewith.

2. The amount of cash capital contributions to the Limited Liability Company made by the Members, in the aggregate, is Four Thousand Dollars (\$4,000.00).

3. A description of property other than cash contributed by the Members is furniture, fixtures and equipment with an agreed value of One Hundred Forty-six Thousand Dollars (\$146,000).

4. The maximum amount of additional capital contributions anticipated to be contributed by the Members is Three Hundred Fifty Thousand Dollars (\$350,000.00) and therefore the total aggregate capital contributions will be Five Hundred Thousand Dollars (\$500,000.00).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED this 5th day of August, 1998.

Charles T. Polis, Jr., M.D., P.A.

By: 

Kenneth Fiscella, Vice President

Member

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