

Division of Corporations

Page 1 of 2

L98000003414

Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

NEUROSCIENCE AND SPINE ASSOCIATES, L.L.C.

L98-3414

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (07), and Estimated Charge (\$337.50).

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FAX AUDIT NO. H98000024177

**ARTICLES OF ORGANIZATION
OF
NEUROSCIENCE AND SPINE ASSOCIATES, L.L.C.**

Pursuant to the provisions of the Florida Limited Liability Company Act, the following Articles of Organization of Neuroscience and Spine Associates, L.L.C., a Florida limited liability company, are hereby adopted:

**ARTICLE I
NAME**

The name of this limited liability company is Neuroscience and Spine Associates, L.L.C., a Florida limited liability company.

**ARTICLE II
DURATION AND CONTINUATION OF BUSINESS**

The company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) the unanimous written consent of the members to dissolve, wind up, and liquidate the company; (b) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company, unless the remaining members consent and elect to continue the business of the company; (c) a judicial determination that an event has occurred that makes it unlawful, impossible, or impractical to carry on the business of the company; (d) the occurrence of any other event specified in the regulations of the company that requires the company to dissolve, wind up, and liquidate; or (e) the occurrence of any other event specified in Florida Statutes Section 608.441, as the same may be amended from time to time, or any corresponding provision of succeeding law, that requires the company to dissolve, wind up, and liquidate.

**ARTICLE III
MAILING ADDRESS AND STREET ADDRESS**

The mailing and street address of the principal office of the company is 670 Goodlette Road North, Naples, Florida 34102.

Prepared by: Thomas P. Clark, Esquire
Florida Bar Number: 0510114
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

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**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent is F. Desmond Hussey III, M.D. The initial registered agent's address is 670 Goodlette Road North, Naples, Florida 34102.

**ARTICLE V
RESTRICTIONS ON MEMBERSHIP;
ADMISSION OF ADDITIONAL MEMBERS**

Except as otherwise provided in the regulations of the company, no person may be admitted to the company as a member unless each member consents in writing to the admission of such person as an additional member of the company, and no member's interest in the company may not be sold or otherwise transferred to any person unless each member consents in writing to such sale or transfer.

**ARTICLE VI
MANAGEMENT OF THE COMPANY**

The management of the company is reserved to the members. The names and addresses of the managing members of the company are as follows:

<u>Name</u>	<u>Address</u>
Beauregard L. Bercaw, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
David B. Sudderth, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
Michael A. Novak, M.D. P.A.	670 Goodlette Road North Naples, Florida 34102
Michael D. Lusk, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
Neurology Center of Naples, P.A.	670 Goodlette Road North Naples, Florida 34102
The F. Desmond Hussey III, M.D. Professional Association	670 Goodlette Road North Naples, Florida 34102

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Thomas C. Morell, M.D., P.A.

670 Goodlette Road North
Naples, Florida 34102

Thereafter, the number of managing members shall be fixed by, or in the manner provided in, the regulations of the company, but shall never be less than one.

**ARTICLE VII
PURPOSE**

The purpose of the company shall be to engage in any business for profit which is lawful for a limited liability company organized under the Florida Limited Liability Company Act to so engage and which is authorized by the members of the company.

**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations of the company, whether in whole or in part, shall be vested in the members.

**ARTICLE IX
AMENDMENT**

The power to alter, amend, or repeal these Articles of Organization, whether in whole or in part, shall be vested in the members.

The undersigned, being one of the initial members of Neuroscience and Spine Associates, L.L.C., hereby executes these Articles of Organization on this 28th day of December, 1998. By such execution, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true.

The F. Desmond Hussey III, M.D.,
Professional Association

By: 

F. Desmond Hussey III, M.D., President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the undersigned, being a Florida professional service corporation in good standing under the laws of the state of Florida, hereby agrees to act in the capacity of Registered Agent for the above named company and will comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of Section 608.415, Florida Statutes.

The undersigned hereby executes this instrument on this 28th day of December, 1998.

The F. Desmond Hussey III, M.D.,
Professional Association

By: _____

F. Desmond Hussey III, M.D., President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

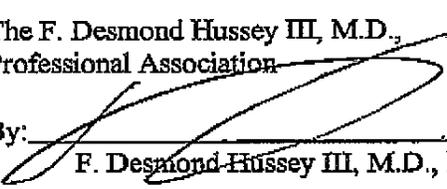
The undersigned member of Neuroscience and Spine Associates, L.L.C., deposes and says:

1. The above-named company has at least one member.
2. The total amount of cash contributed by the members is \$70,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash and property anticipated to be contributed by the members is \$70,000.00. This total includes the amounts from 2 and 3 above.
5. The names, addresses, initial capital contributions, and membership interests (expressed as fractions) of the members of the company are set forth on Exhibit A attached hereto.

The affiant says nothing further.

Dated this 28th day of December, 1998.

The F. Desmond Hussey III, M.D.,
Professional Association

By: 
F. Desmond Hussey III, M.D., President

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STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared F. Desmond Hussey III, M.D., President of The F. Desmond Hussey III, M.D., Professional Association, to me well known and who subscribed the above affidavit of Membership and Contribution.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 28 day of December, 1998.

FAX AUDIT NO. E98000024177

[Handwritten Signature]

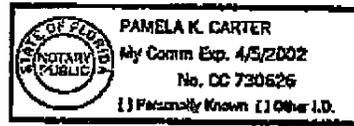
Sign Name

PAMELA K. CARTER

Print Name

Notary Public, State of Florida

Commission No. _____



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Exhibit A

<u>Names and Addresses of Members</u>	<u>Initial Capital Contributions</u>	<u>Membership Interests</u>
Beauregard L. Bercaw, M.D., P.A. 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
David B. Sudderth, M.D., P.A. 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
Michael A. Novak, M.D., P.A. 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
Michael D. Lusk, M.D., P.A. 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
Neurology Center of Naples, P.A. 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
The F. Desmond Hussey III, M.D., Professional Association 670 Goodlette Road North, Naples, Florida 34102.	\$10,000.00	1/7th
Thomas C. Morell, M.D., P.A. 670 Goodlette Road North, Naples, Florida 34102.	<u>\$10,000.00</u>	<u>1/7th</u>
Total	<u>\$70,000.00</u>	<u>100th</u>

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