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THOMAS WANDERON & ASSOCIATES  
TAX ACCOUNTING, INC.  
9915 Tamiami Trail, Suite 2  
Naples, FL 34108  
(941) 591-4334

December 10, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-12/14/98--01091--007  
\*\*\*\*337.50 \*\*\*\*337.50

Gentlemen:

Enclosed please find Articles of Organization for

SWF Associates in Podiatric Medicine & Surgery,  
L.C.  
a Limited Liability Company

along with a check in the amount of \$337.50 to cover the  
various fees and taxes and certified copy.

Please return any pertinent information to this office.

Thank you.

Very truly yours,

Jeffrey Lamb

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

294

|                   |          |
|-------------------|----------|
| Name              | 12/18/98 |
| Availability      | Dec      |
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| Acknowledgement   | DCC      |
| W. P. Verifier    | DCC      |

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18 pages

**THOMAS WANDERON & ASSOCIATES**

♦ TAX ACCOUNTING, INC. ♦

December 23, 1998

Florida Department of State  
Division of Corporations  
c/o Diane Cushing  
Corporate Specialist  
P.O. Box 6327 Tallahassee, FL 32314

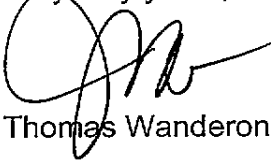
Re: SFW Associates in Podiatric Medicine & Surgery, L.C.  
9371-14 Cypress Lake Drive  
Ft. Myers, FL 33903

Dear Diane Cushing:

Enclosed you will find the "corrected" Articles of Organization.

Thank you for your assistance.

Very truly yours,



Thomas Wanderson & Associates



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 18, 1998

JEFFREY LAMB  
THOMAS WANDERON & ASSOCIATES TAX ACCTING  
9915 TAMiami TRAIL, SUITE 2  
NAPLES, FL 34108

SUBJECT: SWF ASSOCIATES IN PODIATRIC MEDICINE & SURGERY, L.C.  
Ref. Number: W98000028353

We have received your document for SWF ASSOCIATES IN PODIATRIC MEDICINE & SURGERY, 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):

The name of the entity must be identical throughout the document.

In the heading you have one name and in Article I you have another name.

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: 998A00059579

**ARTICLES OF ORGANIZATION**  
**OF**  
**SWF Associates in Podiatric Medicine & Surgery,**  
**L.C.**  
**a Limited Liability Company**

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights privilege, and immunities of limited liability companies for profit.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be SWF Associates in Podiatric Medicine & Surgery, L.C. and its principal office and mailing address shall be located at 9371-14 Cypress Lake Drive, in Ft. Myers, County of Lee, State of Florida, 33903, but it shall have the power and authority to establish bank offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for

limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

(1) To engage in any activity or business authorized under the Florida Statutes.

(2) In general, to carry on any and all incidental business; to have an exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

(3) To purchase or otherwise acquire, undertake, carry on , improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(4) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

(5) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or

otherwise for any corporation, joint stock company, association, partnership, form syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

(6) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which

limited liability company may not, under Florida law, lawfully carry on, exercise or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers and the business and affairs of their limited liability company shall be managed under the directions of a majority of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company be a unanimous vote of the members of the limited liability.

### **ARTICLE IV**

#### **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

(1) H.A. Charara DPM, PA, whose address is: 9371-14 Cypress Lake Drive, Ft. Myers, Florida 33907;

(2) Gordon J. Kleinpell DPM, PA, whose address is: 60 Westminster St. Suite F, Lehigh Acres, Florida 33936;

(3) Ralph L. Lerman DPM, PA, whose address is: 4901 Palm Beach Blvd., East Ft. Myers, Florida 33916;

(4) Ricardo P. Maribona DPM, PA, whose address is: 9371-14 Cypress Lake Drive, Ft. Myers, Florida 33907;

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## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

(1) Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

(2) A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

(3) On 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 on unanimous consent of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

(1) The initial capital of this limited liability company shall consist of the sum of \$2,000.00, which shall be contributed by the members in the following amounts:

|                                 |     |          |
|---------------------------------|-----|----------|
| (a) H.A. Charara DPM, PA        | 25% | \$500.00 |
| (b) Gordon J. Kleinpell DPM, PA | 25% | \$500.00 |
| (c) Ralph L. Lerman DPM, PA     | 25% | \$500.00 |
| (d) Ricardo P. Maribona DPM, PA | 25% | \$500.00 |



(2) No member shall be entitled to receive interest on his/her contribution to capital .

(3) Calls for additional contributions may be made by the limited liability company, and shall be paid in the same percentages as above set forth.

## **ARTICLES VII**

### **PROFITS AND LOSSES**

**(1) Profit Sharing:**

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

Each member shall be entitled to their proportional percentage distributive share of the profits based on the percentage of capital contributions. The distributive share of the profits shall be determined and paid to the members annually, or on such other dates as they may agree in writing during each year or on the anniversary date of the commencement of business of the limited liability company.

**(2) Losses:**

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal share. Each member shall be entitled to their proportional percentage distributive share of the losses based on the percentage of capital

contributions. The distributive share of the losses shall be determined and paid by the members annually, or on such other dates as they may agree in writing during each year or on the anniversary date of the commencement of business of the limited liability company.

### **ARTICLE VIII**

#### **DURATION**

This limited liability company shall exist perpetually or until dissolved in the manner provide by law, or as provided in the regulations adopted by the members.

### **ARTICLE IX**

#### **INITIAL REGISTERS OFFICE AND REGISTERED AGENT**

The address of the initial registers office of the limited liability company is: 9371-14 Cypress Lake Drive, Ft. Myers, County of Lee, State of Florida and the name of the company's initial registered agent at that address is Husni A. Charara.

### **ARTICLE X**

#### **WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy, or expulsion of a member, this limited liability company may remain in existence and continue in

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business pursuant to the applicable provisions of the Regulations and pursuant to Article XI below.

## **ARTICLE XI**

### **DISSOLUTION, WINDING UP, LIQUIDATIONS**

(1) The limited liability company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the company:

- (a) Death, disability or bankruptcy of a member;
- (b) Withdrawal, retirement, or expulsion of a member;
- (c) Unanimous written consent of the members.

(2) The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminated the continued membership of a member in the company.

(3) If the remaining members elect to continue the company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, and determined below, as of the date of the events numerated above; Payment shall be made within three (3) months.

(4) The value of a member's interest in the limited liability company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount

owed to him by the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

(5) On dissolution of the limited liability company, if the company business is not continued pursuant to subparagraph (b) of the article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (a) Amounts owing to creditors other than members;
- (b) Amounts owing to members other than for capital and profits;
- (c) Amounts owing to members in respect to capital;
- (d) Amounts owing to members in respect to profits.

## **ARTICLE XII**

### **AMENDMENTS**

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Secretary of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS THEREOF, the parties hereto have executed these Articles of  
Organization this 7 day of December 1998.

Stephanie Vaughn  
Witness

STEPHANIE VAUGHN  
Printed Name

Stephanie Vaughn  
Witness

STEPHANIE VAUGHN  
Printed Name

Stephanie Vaughn  
Witness

STEPHANIE VAUGHN  
Printed Name

Stephanie Vaughn  
Witness

STEPHANIE VAUGHN  
Printed Name

Husni A. Charara  
Husni A. Charara, President for  
H.A. Charara DPM, PA

Gordon J. Kleinpell, DPM  
Gordon J. Kleinpell, President for  
Gordon J. Kleinpell DPM, PA

Ralph L. Lerman  
Ralph L. Lerman, President for  
Ralph L. Lerman DPM, PA

Ricardo P. Maribona  
Ricardo P. Maribona, President for  
Ricardo P. Maribona DPM, PA

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State of Florida

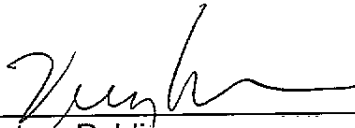
County of Lee

The foregoing Articles of Organization of SWF Associates in Podiatric Medicine

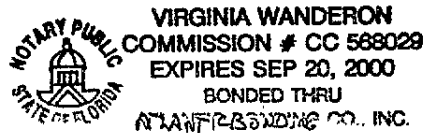
& Surgery, L.C.. were acknowledged before me this 7<sup>th</sup> day of

December 1998, by Husni A. Charara, Gordon J. Kleinpell, Ralph L.

Lerman and Ricardo P. Maribona, who are personally known to me.

  
\_\_\_\_\_  
Notary Public

VIRGINIA WANDERON  
Printed Name  
My Commission Expires:



## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statutes Section 608.407 (2), the undersigned members or authorized representatives of the members of SWF Associates in Podiatric Medicine & Surgery a limited liability company depose and say:

- (1) The limited liability company identified above has at least four (4) members.
- (2) The total amount of cash contributed by the members is \$2,000.00.
- (3) If any, the agreed value of property other than cash contributed by the members is \$ -0- . A description of this property is attached as Exhibit "A" and made part of this affidavit.
- (4) The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from 2 and 3 above.

Stephanie Vaughn  
Witness as to four parties

Husni A. Charara  
Husni A. Charara, President for  
H.A. Charara DPM, PA

STEPHANIE VAUGHN  
Printed Name

Stephanie Vaughn  
Witness as to four parties

Gordon J. Kleinpell, DPM PA  
Gordon J. Kleinpell, President for  
Gordon J. Kleinpell DPM, PA

STEPHANIE VAUGHN  
Printed Name

Stephanie Vaughn  
Witness as to four parties

Ralph L. Lerman  
Ralph L. Lerman, President for  
Ralph L. Lerman DPM, PA

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STEPHANIE VAUGHN

Printed Name

Ricardo P. Maribona

Ricardo P. Maribona, President for  
Ricardo P. Maribona DPM, PA

Stephanie Vaughn

Witness as to four parties

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TALLAHASSEE, FLORIDA

State of Florida

County of Lee

The foregoing instrument was acknowledged before me this 7 day of

December 1998, by Husni A. Charara, Gordon J. Kleinpell, Ralph L.

Lerman and Ricardo P. Maribona, who are personally known to me, on behalf of

SWF Associates in Podiatric Medicine & Surgery, L.C. limited liability company.

My Commission  
Expires:

Virginia Wanderon  
Notary Public  
VIRGINIA WANDERON

Printed Name

NOTARY PUBLIC  
VIRGINIA WANDERON  
COMMISSION # CC 568029  
EXPIRES SEP 20, 2000  
BONDED THRU  
ATLANTIC SURETY CO. INC.



## CERTIFICATE OF DESIGNATION

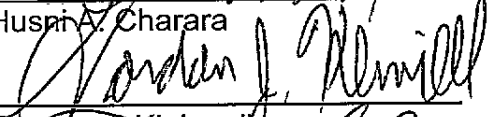
### REGISTERED AGENT/REGISTERED OFFICE

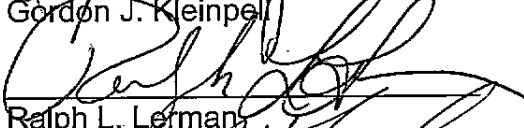
Pursuant to the provisions of Section 608.407, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating their office/registered agent, in the State of Florida. The name of the limited liability company is: SWF Associates in Podiatric Medicine & Surgery, L.C. a limited liability company  
The name and address of the registered agent and office is:

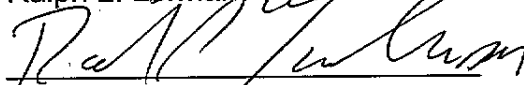
Husni A. Charara  
9371-14 Cypress Lake Drive  
Ft. Myers, Florida 33907

Date: 12-7-98

  
Husni A. Charara

  
Gordon J. Kleinpell

  
Ralph L. Lerman

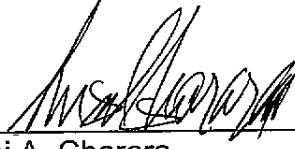
  
Ricardo P. Maribona

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Date: 12-7-98

  
\_\_\_\_\_  
Husni A. Charara

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TALLAHASSEE, FLORIDA