

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8162 • Fax (850) 224-1222

L9900001294

Geriatric Care Team of
Polk County, L.C.

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*****337.50 *****337.50

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☐ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☒ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☒ Annual Report / Reinstatement
☐ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC L or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

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Signature

Requested by: OK

Name

Date

Time

Walk-In

Will Pick Up

OK 3/2/99

(8)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 1999

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GERIATRIC CARE TEAM OF POLK COUNTY, L.C.
Ref. Number: W99000005128

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SECRETARY OF STATE

We have received your document for GERIATRIC CARE TEAM OF POLK COUNTY, 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):

In addition to stating the PRINCIPAL OFFICE ADDRESS, Article I must also state a MAILING ADDRESS for the company.

We are confused by the title of ARTICLE IX. Did you mean to say "INITIAL REGISTERED OFFICE AND REGISTERED AGENT"????

In addition to the ARTICLES OF ORGANIZATION, you must submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use the attached form.

PLEASE NOTE that we have RETAINED your \$337.50 payment.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00009590

Corrected

ARTICLES OF ORGANIZATION OF GERIATRIC CARE TEAM OF POLK COUNTY,

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, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Geriatric Care Team of Polk County, L.C., and its principal office shall be located at 2410 W. Lyndell Drive, City of Kissimmee, County of Osceola, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. This address is also the mailing address.

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, tany and all incidental business; to have and 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 corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, 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 entenection 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 a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction 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 by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Lloyd L. Carter of 2410 W. Lyndell Drive., Kissimmee, Florida 34741 and Ernesto Perez of 2410 W. Lyndell Drive., Kissimmee, Florida 34741. Voting on any

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issue by the members shall be such that Lloyd Carter shall hold 2 votes and Ernesto Perez shall hold 1 vote.

ARTICLE V

MEMBERSHIP RESTRICTIONS

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

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

The members shall not, except by unanimous vote, change the distribution of profits or losses of activities of the company or from the sale of the company.

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

Capital contributions in the amount of \$1,000.00 by Lloyd C. Carter and \$1,000.00 by Ernesto Perez cash shall be paid to the limited liability company by the two members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows: Lloyd Carter 30%, Ernesto Perez 70%. The distributive share of the profits shall be determined and paid to the members monthly; the month and day of the commencement date being April 1, 1999.

(b) *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 the following shares: Lloyd Carter 30% and Ernesto Perez 70%.

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(c) *Sale of Company.* The members shall distribute profits from the sale of this company by Lloyd Carter and Ernesto Perez each receiving 50% of the profits from the sale.

ARTICLE VIII

DURATION

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

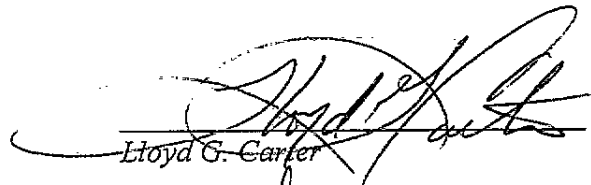
ARTICLE IX

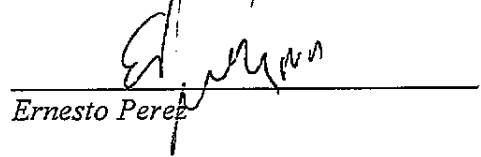
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Lloyd G. Carter, 2410 W. Lyndell Drive, City of Kissimmee, County of Osceola, State of Florida.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Geriatric Care Team of Polk County, L.C.

Executed by the undersigned at Kissimmee, Florida on February 17, 1999.


Lloyd G. Carter


Ernesto Perez

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SPECIALIZED CORPORATIONS
S29.53 Statement designating registered agent and office

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State of Florida)
County of Osceola) ss

Pursuant to the provision of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Geriatric Care Team of Polk County, L.C.

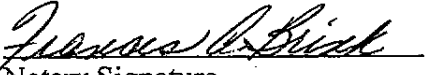
The name of the registered agent for Geriatric Care Team of Polk County, L.C. is Lloyd G. Carter and the street address of the company's principal office where the agent is located is 2410 W. Lyndell Drive, Kissimmee, Florida 34741.

This statement is to acknowledge that, as indicated above, Geriatric Care Team of Polk County, L.C., Lloyd G. Carter has appointed service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: February 16, 1999


Signature: Lloyd G. Carter

The foregoing instrument was acknowledged before me this 16th day of February, 1999 by Lloyd G. Carter, agent on behalf of Geriatric Care Team of Polk County, L.C., a limited liability company. He is personally known to me or has produced a Florida Drivers License as identification.


Notary Signature

carter.llc

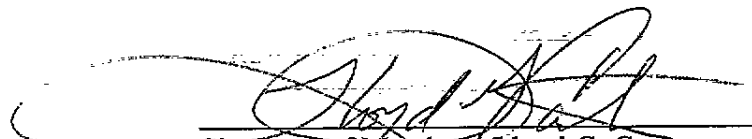


Frances A Brink
My Commission CC885017
Expires October 2, 2001

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Geriatric Care Team of Polk County, 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 \$2,000.00.
3. If any, the agreed value of property other than cash contributed by members is: N/A
4. The amount of cash or property anticipated to be contributed by members is \$0.00. However, if additional contributions are needed, they will be made as required for investment purposes as determined by unanimous consent of the members and will be in equal shares.
5. The total amount of 2, 3, and 4 is: \$2,000.00


Signature of Member - Lloyd G. Carter

(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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