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From:

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STRAWN & MONAGHAN, P.A.

Account Number

076215000176

Phone

(561) 278-8400

Fax Number

(561) 278-8462

LIMITED LIABILITY COMPANY

SURGICAL CENTERS OF FLORIDA, L.C.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 14, 1999

JEFFREY L. COHEN, ESQ.
STRAWN, MONAGHAN AND COHEN, P.A.
54 NORTHEAST FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: SURGICAL CENTERS OF FLORIDA, L.C.
REF: W99000008818

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: E99000008106
Letter Number: 599A00018981

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**ARTICLES OF ORGANIZATION
OF
SURGICAL CENTERS OF FLORIDA, L.C.**

A Florida Limited Liability Company

The undersigned hereby certify that it has associated itself 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. It further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be Surgical Centers of Florida, L.C., and its principal place of business shall be in the City of Boynton Beach, County of West Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the business of an ambulatory surgery center and in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any 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 herein set forth to the same extent as a natural person might or could do.

Jeffrey L. Cohen, Esq.
Florida Bar No. 703966
Strawn, Monaghan and Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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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 the 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 thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.
7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

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ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ONE THOUSAND DOLLARS (\$1,000.00) cash and property shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by the members pursuant to the Regulations.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits 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. Except as specifically provided otherwise in the Regulations, each member shall be entitled to such amount of the net profits in direct proportion to its ownership interest in the limited liability company. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(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 such sources are insufficient to cover such losses, by the members in direct proportion to their respective ownership interests in the limited liability company, unless specified otherwise in the Regulations.

ARTICLE V LIMITED LIABILITY COMPANY 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 the limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a vote of the members of the limited liability company, as set forth in the Regulations.

ARTICLE VI DURATION

This limited liability company shall exist commencing:

April 8, 1999

until December 21, 2050 or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS
ADDRESS OF ORGANIZER**

The principal office of this limited liability company shall be at 1717 Woolbright Road Boynton Beach, Florida 33426, County of West Palm Beach, State of Florida.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by at least two (2) Managers. The names and address of the persons who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

- | | |
|---|--|
| 1. Jonathan Chua, M.D., Ph.D.
1717 Woolbright Road
Boynton Beach, Florida 33426 | 2. Lily C. Lee
1717 Woolbright Road
Boynton Beach, Florida 33426 |
|---|--|

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT
ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company and of the Organizer is 1717 Woolbright Road Boynton Beach, Florida 33426, County of West Palm Beach, State of Florida, and the name of its initial registered agent at such address is Lily Lee.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members as described in the Regulations of the limited liability company. Members may only be (1) physicians licensed in the State of Florida pursuant to Sections 458 or 459, Florida Statutes, or (2) a Florida professional services corporation in which there is a single shareholder who is a physician licensed in the State of Florida pursuant to Sections 458 or 459, Florida Statutes. Such Members shall continue to be Members as long as (a) they comply with the Regulations, and (b) they continue to be eligible for membership as set forth in (1) and (2) hereinabove. Contributions required of new members shall be determined by the Managers as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the members, as more particularly set forth in the Regulations of the limited liability company.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a

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member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company as set forth in the Regulations of the limited liability company, the remaining members shall have the right to continue the business upon the consent of such remaining members, as more particularly set forth in the Regulations of the limited liability company.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Surgical Centers of Florida, L.C.

Executed by the undersigned at 1717 Woolbright Road Boynton Beach, Florida 33426 on March 7, 1999.

APRIL

JONATHAN CHUA, M.D., PH.D., P.A.

By: [Signature]

Jonathan Chua, M.D., Ph.D.

Its: President

STATE OF FLORIDA)

COUNTY OF PALM BEACH) ss

The foregoing instrument was acknowledged before me this 7th day of April, 1999 by JONATHAN CHUA, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

[Signature]
Notary Public,
State of Florida at Large
My commission expires:



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**AFFIDAVIT
OF ORGANIZATION
SURGICAL CENTERS OF FLORIDA, L.C.**
a Florida Limited Liability Company

COMES NOW the undersigned, a member of **SURGICAL CENTERS OF FLORIDA, L.C.**, a Florida limited Liability Company, who first being duly sworn, files this Affidavit as to the organization of the Company, and states as follows:

1. The Company has at least one Member: JONATHAN CHUA, PH.D., M.D.
2. The actual cash contributions to the Company as of its date of organization is equal to **ONE THOUSAND DOLLARS (\$1,000.00)**.
3. The agreed value of property other than cash contributed by the Members to the Company is **NO DOLLARS (\$0.00)**.
4. The total amount of cash and other property anticipated to be initially contributed to the Company is **One Thousand Dollars (\$1,000.00)**.

IN WITNESS WHEREOF, I set my hand and seal this APRIL, 1999.

JONATHAN CHUA, M.D., PH.D., P.A.

By: [Signature]
Jonathan Chua, M.D., Ph.D.

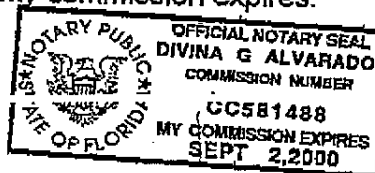
Its: President

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss

The foregoing instrument was sworn to before me this April 11, 1999 by JONATHAN CHUA who presented the following identification, to wit: FLDL, who swore or affirmed that the information contained in the Affidavit was true and correct, to the best of his/her knowledge and belief and who did not take an oath.

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[Signature]
Notary Public
State of Florida at Large
My commission expires:



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**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 Florida Statutes, and the Florida Limited Liability Company Act, the following is submitted in compliance with said Act:

That Surgical Centers of Florida, L.C., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Boynton Beach Florida, hereby appoints, as its agent to accept service of process within this State: Lily Lee

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:


Lily Lee
Registered Agent

Dated: 4-7-99

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April 6, 1999

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