

L99000002528



ACCOUNT NO. : 072100000032

REFERENCE : 219950 124904A

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 285.00

ORDER DATE : April 27, 1999

ORDER TIME : 9:35 AM

ORDER NO. : 219950-005

900002854739--7

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa  
JOHN P. MILLER, C.P.A., P.A.  
JOHN P. MILLER, C.P.A., P.A.  
2499 Glades Road, Suite 305a

Boca Raton, FL 33431

① mailing address  
② RA acceptance  
③ Affidavit

DOMESTIC FILING

NAME: HEALTH SCIENCES INSTITUTE,  
P. L.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name 4/28/99 CERTIFIED COPY  
Availability XX DCC PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

Document  
Examiner CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

RECEIVED  
99 APR 28 AM 10:42  
DIVISION OF INFORMATION

W99000009961



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 28, 1999

ANGIE GLISAR  
CSC  
TALLAHASSEE, FL 32301

SUBJECT: HEALTH SCIENCES INSTITUTE, P.L.  
Ref. Number: W99000009961

We have received your document for HEALTH SCIENCES INSTITUTE, P.L. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The registered agent must sign accepting the designation.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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: 599A00022619

**ARTICLES OF ORGANIZATION OF**  
**HEALTH SCIENCES INSTITUTE, P.L.**

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 declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

**ARTICLE ONE**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be HEALTH SCIENCES INSTITUTE, P.L., with its principal office at 6100 West Glades Road, Suite 302, Boca Raton, Palm Beach County, Florida 33434, and the mailing address shall be the same. The limited liability company shall have the authority to establish such other offices at any other location(s) as its members may designate.

**ARTICLE TWO**

**POWERS AND PURPOSES**

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies, including, but not limited to the professional practice of psychiatric and psychological counseling and the providing of such lawful services as the members deem appropriate to further such professional practice. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

**ARTICLE THREE**

**EXERCISE OF POWERS**


All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of 85% of the members of the company.

**ARTICLE FOUR**

**MANAGEMENT**

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

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Anthony Yacona, M.D. 6100 West Glades Road, Suite 302  
Boca Raton, Florida 33434

Ken Tucker, L.M.H.C. 6100 West Glades Road, Suite 302  
Boca Raton, Florida 33434

Gregory Marsella, M.D. 6100 West Glades Road, Suite 302  
Boca Raton, Florida 33434

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

#### ARTICLE FIVE

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of 85% of the members. Contributions of new members shall be determined 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 85% of the members.

On 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 the consent of 85% of the remaining members.

#### ARTICLE SIX

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$50.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by 85% of the members. All members shall make equal contributions to the company.

#### ARTICLE SEVEN

##### PROFITS AND LOSSES

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of

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[Signature]

the commencement of business of the limited liability company, the month and day of the commencement date being April 26.

B. *Losses*. All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### ARTICLE EIGHT

##### DURATION

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

#### ARTICLE NINE

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6100 West Glades Road, Suite 302, Boca Raton, Palm Beach County, Florida 33434. The name of the initial registered agent at that address is Gregory Marsella, M.D. Gregory Marsella, M.D., having been designated as the registered agent in the above and foregoing articles, is familiar and accepts the obligations of the position of registered agent under section 607.0505, Florida Statutes.

**THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE  
LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT  
CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF  
HEALTH SCIENCES INSTITUTE, P.L.**

EXECUTED by the undersigned at 6100 Glades Road, Suite 302, Boca Raton, Florida, 33434 on April 23, 1999.

Gregory Marsella, M.D.

Anthony Yacona, M.D.

Ken Tucker, L.M.H.C.

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*[Handwritten signatures]*

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TALLAHASSEE, FLORIDA

### Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Health Sciences Institute, P. L. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ -0-.

  
Signature of a member or an authorized representative of a member.

(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.)

Ken Tucker, L.M.H.C.

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit