

L990000003000

4501 ... Trail North
Suite 300
Naples, Florida 34109-3060
341/262-5959
FAX 941/434-4999
http://www.quarles.com

Attorneys at Law
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady LLP

May 12, 1999

00789-01125-00671

W99-11641

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Naples Cardiovascular Institute, L.L.C.**

900002876129--5
-05/14/99--01109--002
****337.50 ****337.50

Dear Sir or Madam:

Enclosed are originals and copies of the Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Office and Agent for the above limited liability company. Also enclosed is a check in the amount of \$337.50 which represents the following:

Articles of Organization Filing Fee	\$250.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles	52.50
Total enclosed:	\$337.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Sincerely,

QUARLES & BRADY LLP

Kimberly Leach Johnson

KLJ:ssh

Enclosures

cc: Michael D. Conrath (w/enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 PM 1:42



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 1999

KIMBERLY LEACH JOHNSON
QUARLES & BRADY LLP
4501 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FL 34103-3060

SUBJECT: NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.
Ref. Number: W99000011641

We have received your document for NAPLES CARDIOVASCULAR INSTITUTE, L.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 document must include the period of duration, which may be perpetual.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00027540

**ARTICLES OF ORGANIZATION OF
NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.**

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.

ARTICLE I

NAME

The name of the limited liability company shall be NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the limited liability company shall be 11161 Health Park Boulevard, Naples, Florida 34110.

ARTICLE III

DURATION

The duration of the limited liability company shall be perpetual.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by managers, and the names and addresses of the initial managers, who shall serve as managers until their successors are elected and qualify are:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 PM 1:42

and qualify are:

Michael D. Conrath
8148 Las Palmas Way
Naples, FL 34109

Sara McCallum
6191 22nd Avenue, SW
Naples, FL 34116

ARTICLE V

RESTRICTIONS ON MEMBERSHIP

Members' interests may be issued in classes as provided in the regulations adopted by the members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the consent of a majority in interest of the remaining members and the consent of a supermajority (67%) in interest of the holders of that class of interests subject to the transfer.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

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 business of the limited liability company shall continue unless the remaining members, by consent of a majority in interest, elect to discontinue the business.

ARTICLE VII


INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of the company's initial registered agent at that address is Naples-Lawdock, Inc.

The undersigned certify that this instrument constitutes the proposed Articles of Organization of NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.

Executed by the undersigned at Naples, Florida on April 16, 1999.


Michael D. Conrath

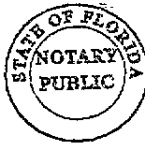

Sara McCallum

In accordance with 608.408 (3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

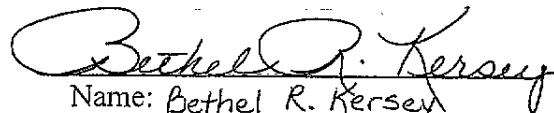
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 16th day of April, 1999, by Michael D. Conrath on behalf of **NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.**, a limited liability company, who ☒ is personally known to me or ___ who produced a driver's license as identification.

(SEAL)



BETHEL R. KERSEY
My Comm Exp. 11/28/99
Bonded By Service Ins
No. CC512358
☒ Personally Known ☐ Other

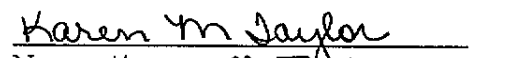

Name: Bethel R. Kersey
Notary Public
My Commission Expires: 11-28-99

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 16th day of April, 1999, by Sara McCallum on behalf of **NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.**, a limited liability company, who ☒ is personally known to me or ___ who produced a driver's license as identification.

(SEAL)




Name: Karen M. Taylor
Notary Public
My Commission Expires: 4-1-2003

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

STATE OF FLORIDA
COUNTY OF COLLIER

Pursuant to the provisions of Sections 608.415 and 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.

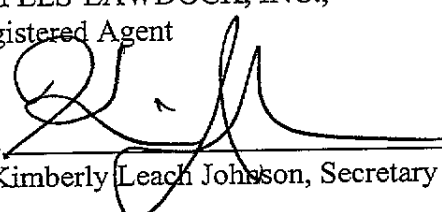
The name of the limited liability company is NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.

The name of the registered agent for NAPLES CARDIOVASCULAR INSTITUTE, L.L.C. is NAPLES-LAWDOCK, INC., and the street address of the office of the registered agent is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.


This statement is to acknowledge that, as indicated above, NAPLES CARDIOVASCULAR INSTITUTE, L.L.C. has appointed NAPLES-LAWDOCK, INC. as its registered agent to accept service of process for the company at the place designated above in this certificate. NAPLES LAWDOCK-INC. accepts this appointment as registered agent and agrees to act in this capacity. NAPLES-LAWDOCK, INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

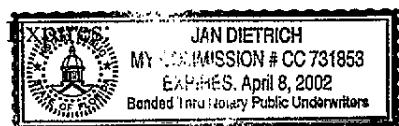
Dated: May 4, 1999.

NAPLES-LAWDOCK, INC.,
Registered Agent

By: 
Kimberly Leach Johnson, Secretary

The foregoing instrument was acknowledged before me this 4 day of May, 1999, by KIMBERLY LEACH JOHNSON, as Secretary of NAPLES CARDIOVASCULAR INSTITUTE, L.L.C., a limited liability company. She ☒ is personally known to me or ☐ has produced a driver's license as identification.


Notary Public
My Commission



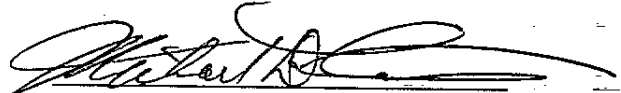
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.**

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared Michael D. Conrath, a Member of **NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.**, who, being first duly sworn deposes and says:

1. That the limited liability company known as **NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.** has at least one (1) member.
2. The total amount of cash contributed by members of **NAPLES CARDIOVASCULAR INSTITUTE, L.L.C.** is ONE HUNDRED FIFTY-SEVEN THOUSAND, FOUR HUNDRED DOLLARS (\$157,400.00) cash.
3. If any, property described as N/A at an agreed value of N/A has been contributed by members.
4. The total cash and property anticipated to be contributed by members is ONE HUNDRED FIFTY SEVEN THOUSAND, FOUR HUNDRED DOLLARS (\$157,400.00). This amount includes amounts from Paragraphs 2 and 3 above.

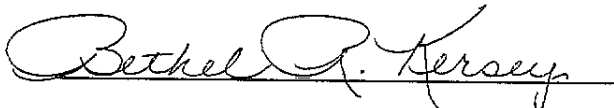
Further, Affiant sayeth naught.


Michael D. Conrath

In accordance with state statute 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.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 7th day of May, 1999, by Michael Conrath, who is personally known to me or has produced a driver's license as identification.



(SEAL)



BETHEL R. KERSEY
My Comm Exp. 11/28/99
Bonded By Service Ins
No. CC512358
☒ Personally Known ☐ Other

Name: Bethel R. Kersey
Notary Public
Commission No. CC 512358
My Commission Expires: 11-28-99