



THE UNITED STATES
CORPORATION
COMPANY

L99000003093

ACCOUNT NO. : 072100000032

REFERENCE : 257885 9440A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 337.50

ORDER DATE : May 28, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 257885-005

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CUSTOMER NO: 9440A

CUSTOMER: William A. Pfeuffer, Esq
BURZYNSKI & PFEUFFER
BURZYNSKI & PFEUFFER
1124 Goodlette Road

Naples, FL 33940

DOMESTIC FILING

NAME: COASTAL PRIMARY CARE
ASSOCIATES, P.L.

EFFECTIVE DATE:

ARTICLES OF Organization
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 28 PM 3:04

RECEIVED
99 MAY 28 PM 2:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

mk 5/28/99

ARTICLES OF ORGANIZATION
OF
COASTAL PRIMARY CARE ASSOCIATES, P.L.,
A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Professional Limited Liability Company under Florida Statutes Chapters 608 and 621, providing for the formation, rights, privileges and immunities of professional limited liability companies for profit and the following Articles of Organization are hereby adopted.

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ARTICLE I.
NAME

The name of the Professional Limited Liability Company shall be:
COASTAL PRIMARY CARE ASSOCIATES, P.L.

ARTICLE II.
DURATION; EFFECTIVE DATE

The Professional Limited Liability Company shall exist for a period commencing as of the date these Articles of Organization are filed with the Secretary of State of the State of Florida and terminating December 31, 2029.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The principal place of business and mailing address of this Professional Limited Liability Company shall be 671 Goodlette Road, Suite 160, Naples, Florida, 34102.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be 1124 Goodlette Road, Naples, Florida, 34102 and the name of the initial registered agent shall be WILLIAM A. PFEUFFER.

ARTICLE V.
PURPOSE

This Professional Limited Liability Company may engage in each and every phase and aspect of the general practice of medicine, but only through its members who are duly licensed or otherwise legally authorized to render such professional services, and in any and

every other activity permitted from time to time for a Professional Limited Liability Company so formed to engage in.

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**ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS**

Individual members must be licensed to practice medicine in the State of Florida. Existing members shall have the right to admit new members by consent of a "Majority in Interest" as defined in the Regulations of this Professional Limited Liability Company, as the same may be amended from time to time. Contributions required of new members shall be determined at the time of admission to the Professional Limited Liability Company in accordance with the Regulations.

A member's interest in the Professional Limited Liability Company may not be sold or otherwise transferred except to a person licensed to practice medicine in the State of Florida, and with the written consent of the Majority in Interest in the Professional Limited Liability Company and otherwise in accordance with the Regulations of this Professional Limited Liability Company.

**ARTICLE VII.
CONTINUATION**

Upon 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 Professional Limited Liability Company, the remaining members shall have the right to continue the business with the consent of the Majority in Interest of such remaining members.

**ARTICLE VIII.
MANAGEMENT**

Management of the Professional Limited Liability Company is reserved to its members. The names and addresses of the initial managing members are as follows:

Andrew Dauer, D.O. 671 Goodlette Road, Suite 160

Naples, FL 34102

Diane Brzezinski, D.O. 671 Goodlette Road, Suite 160

Naples, FL 34102

Martha McDonough, D.O. 671 Goodlette Road, Suite 160
Naples, FL 34102

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**ARTICLE IX.
REGULATIONS**

The members of the Professional Limited Liability Company shall have the power to adopt, alter, amend, or repeal the Regulations which may contain any provisions for the regulation and management of the affairs of the Professional Limited Liability Company that are not inconsistent with applicable law or these Articles.

**ARTICLE X.
AMENDMENT**

These Articles may be amended by a vote of members representing a Majority in Interest in the Professional Limited Liability Company.

The undersigned, being one of the initial members of the Professional Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of COASTAL PRIMARY CARE ASSOCIATES, P.L.

Executed by the undersigned on this 26th day of May, 1999.

COASTAL PRIMARY CARE ASSOCIATES,
P.L., a Florida professional
limited liability company

By: Andrew Dauer
Andrew Dauer, D.O., Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGEMENT OF REGISTERED AGENT

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Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Professional Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

Dated this 26 day of May, 1999.



William A. Pfeuffer, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF COLLIER

In compliance with Florida Statute Section 608.407 (2), the undersigned member of COASTAL PRIMARY CARE ASSOCIATES, P.L., (the "Company"), deposes and says:

1. The Company identified above has at least two members.
2. The total amount of cash contributed by the members is \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$500.00. This total includes the amounts from 2 and 3 above.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Andrew J. Dauer
Andrew Dauer, D.O., member

Date: May 26, 1999

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Andrew Dauer, D.O., to me well known to be a member of the above professional limited liability company and who subscribed the above Affidavit Of Membership And Contribution, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 26th day of MAY, 1999.

CURT STEVEN MAJORS

Print Name:

Notary Public, State of Florida

Curt Steven Majors

(SEAL)



CURT STEVEN MAJORS
My Commission CC526018
Expires Jan. 21, 2000