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STRAWN MONAGHAN & COHEN, P.A.

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DELRAY BEACH, FLORIDA 33483
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TO: Division of Corporations
NAME OF FIRM:
FAX TELEPHONE NO. (850) 922-4003
FROM: Jeffrey L. Cohen, Esq.
DATE: July 27, 1999
NUMBER OF PAGES: 18

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MESSAGES: Attached please find Articles of Organization of Podicare® Management Services, L.C. with Electronic Filing Cover Sheet and Articles of Incorporation of Podicare® Management Services, Inc. with Electronic Filing Cover Sheet. Podicare® Management Services, Inc. is a subsidiary of the L.C. I was advised that by filing the L.C. and the for profit corporation simultaneously, the use of the name would be accepted.

Original to follow via:

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Remarks:

Urgent ☐

For your review ☐

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LIMITED LIABILITY COMPANY

Podicare Management Services, L.C.

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ARTICLES OF ORGANIZATION**OF****PODICARE® MANAGEMENT SERVICES, L.C.****A Florida Limited Liability Company**

The undersigned, acting as a member of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for Podicare® Management Services, L.C. (the "Company"):

ARTICLE ONE**NAME**

The name of the Company is as follows:

Podicare® Management Services, L.C.

ARTICLE TWO**DURATION**

The period of duration of the Company is until the close of business on December 31, 2046, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE**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 podiatric management and other services related to podiatry and any other activity or business authorized under the Florida Statutes.

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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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.
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.

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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.

ARTICLE FOUR

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 FIVE

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 SIX

ADDRESS

The mailing address and street address of the principal office of the Company is as follows:

1815 Griffin Road, Suite 203
Dania, Florida 33004.

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

The name and address of the initial registered agent of the Company is as follows:

JEFFREY L. COHEN, ESQ.
54 N.E. 4th Avenue
Delray Beach, FL 33483

ARTICLE EIGHT**MANAGEMENT**

The Company shall be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified are:

George Pollack
1815 Griffin Road, Suite 203
Dania, Florida 33004

Jeffrey L. Gallitz, M.D., D.P.M.
PodiCare®, Inc.
210 Federal Highway, #401
Hollywood, FL 33020

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ARTICLE NINE**ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE TEN**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members as described in the Regulations of the limited liability company. Such Members shall continue to be Members as long as they comply with the Regulations. Contributions required of new members shall be determined by the Managers as of the time of admission to the limited liability company.

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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 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 Members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of PodiCare Management Services, L.C.

ARTICLE ELEVEN

MEMBERS RIGHTS TO CONTINUE BUSINESS

Unless stated otherwise in the Regulations, the remaining Members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member of the Company.

ARTICLE TWELVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain

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or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of July 7, 1999.

MEMBERS:

PODICARE®, INC.
a Florida corporation

By: _____

Its: President

PODISERVICE CORP.
a Florida corporation

By: _____

Its: _____

MASON LOUIS COMPANY
a Florida Corporation

By: _____

Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PODICARE® MANAGEMENT SERVICES, L.C. in the foregoing Articles of Organization, I hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



JEFFREY L. COHEN

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being the members of Podicare® Management Services, L.C., a Florida limited liability company (the "Company"), hereby depose and say:

1. The Company has at least two (2) members.
2. The total amount of cash contributed to the Company by the members of the Company is \$600.00.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$0.00. No property other than cash is being contributed to the Company by the members of the Company.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2. and 3. above, is \$600.00.

MEMBERS:

PODICARE®, INC.
a Florida corporation

By: 

Its: President

PODISERVICE CORP.
a Florida corporation

By: 

Its: President

MASON LOUIS COMPANY
a Florida Corporation

By: 

Its: President

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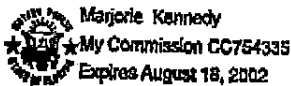
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STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:

The foregoing instrument was acknowledged before me this 7th day of July, 1999, by Jeffrey L. Galitz, M.D., D.P.M. as President of Podicare®, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

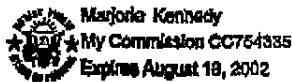


Sign: Marjorie Kennedy
Print: MARJORIE KENNEDY
State of Florida
My commission expires: 8-18-2002

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:

The foregoing instrument was acknowledged before me this 7th day of JULY, 1999, by George Pollack as President of Podiservice Corp., who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:



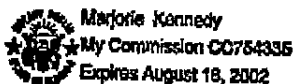
Sign: Marjorie Kennedy
Print: MARJORIE KENNEDY
State of FLORIDA
My commission expires: 8-18-2002

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me this 7th day of JULY, 1999, by Jeffrey L. Cohen as President of Mason Louis Company, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:



Sign: Marjorie Kennedy
Print: MARJORIE KENNEDY
State of FLORIDA
My commission expires: 8-18-2002