

Division of Corporations

Page 1 of 2

L99000004586

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

7/27

RECEIVED
99 JUL 28 AM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000018526 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (941) 334-4121
Fax Number : (941) 332-4494

LIMITED LIABILITY COMPANY

XELA COMPANY, L.L.C.

| | |
|-------------------|------------|
| Name Availability | MJH |
| Document Examiner | |
| Updater | |
| Updater Verifier | |
| Acknowledgment | |
| W. P. Verifier | |

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$337.50 |

FILED
99 JUL 27 AM 8:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FAX AUDIT NO. E99000018526

ARTICLES OF ORGANIZATION

OF

XELA COMPANY, L.L.C.

The undersigned, being the sole member of XELA COMPANY, L.L.C., a Florida limited liability company (the "Company"), pursuant to the authority of the Florida Limited Liability Company Act, as the same may be modified or amended from time to time, or any corresponding provisions of succeeding law (the "Act"), hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is XELA COMPANY, L.L.C.

ARTICLE II - DURATION AND CONTINUATION OF BUSINESS

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) December 31, 2029; (b) the unanimous written consent of the members; (c) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the remaining members consent and elect to continue the business of the Company; (d) the happening of any other event that makes it unlawful, impossible, or impractical to carry on the business of the Company; or (e) the occurrence of any other event specified in Florida Statutes Section 608.441, as the same may be amended from time to time, or any corresponding provision of succeeding law.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

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

6017 Cocos Drive
Fort Myers, Florida 33908

Prepared by: Thomas P. Clark, Esq.
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO. E99000018526

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 27 AM 8:35

FAX AUDIT NO. H99000018526

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

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

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Michael J. Haiken, M.D. | 6017 Cocos Drive Fort Myers, Florida 33908 |

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the regulations of the Company, additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI - MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the Members. The names and addresses of the initial Members of the Company are as follows:

| <u>Name</u> | <u>Address</u> |
|---|---|
| Michael J. Haiken, M.D., or his successor, as Trustee of the Michael J. Haiken, M.D., Revocable Trust U/A/T dated 8/4/95 | 6017 Cocos Drive Fort Myers, Florida 33908 |

ARTICLE VII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company, whether in whole or in part, shall be vested in the members.


ARTICLE VIII - AMENDMENT

The power to adopt, alter, amend, or repeal these Articles of Organization, whether in whole or in part, shall be vested in the members.

FAX AUDIT NO. H99000018526

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 27th day of July, 1999.

SOLE MEMBER:



MICHAEL J. HAIKEN, M.D., or his successor, as
Trustee of the Michael J. Haiken, M.D., Revocable
Trust U/A/T dated 8/4/95

FAX AUDIT NO. H99000018526

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: XELA COMPANY, L.L.C.
2. The name and address of the registered agent and office is:

Michael J. Haiken, M.D.

6017 Cocos Drive
Fort Myers, Florida 33908

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael J. Haiken, M.D., Registered Agent

FAX AUDIT NO. H99000018526

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of XELA COMPANY, L.L.C. deposes and says:

- 1. The above named limited liability company has at least one member.
- 2. The total amount of cash contributed by the member is \$500.00. The property other than cash contributed by the member is described as None and the agreed value thereof is \$0.00.
- 3. The total amount of cash or property anticipated to be contributed by the member is \$500.00. This total amount includes the amounts from 2 above.

SOLE MEMBER:

MICHAEL J. HAIKEN, M.D., or his successor, as Trustee of the Michael J. Haiken, M.D., Revocable Trust U/A/T dated 8/4/95

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared Michael J. Haiken, M.D., as Trustee of the Michael J. Haiken, M.D., Revocable Trust U/A/T dated 8/4/95 who after first being duly sworn, acknowledged that he executed before me the foregoing instrument for the purposes therein expressed. He is personally known to me ~~or produced~~ as identification.

WITNESS my hand and official seal in the State of Florida this 27th day of July, 1999.



THOMAS P. CLARK
MY COMMISSION # CC483629 EXPIRES
August 31, 1999
BONDED THRU TROY FARM INSURANCE, INC.

Print Name: Thomas P. Clark
NOTARY PUBLIC, State of Florida
My Commission Expires: