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Account Number : T19990000006  
Phone : (407) 425-7010  
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LIMITED LIABILITY COMPANY

WALDHEIM, SCHMITT & SCHMITT, LLC

6/99-19260

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**ARTICLES OF ORGANIZATION  
OF  
WALDHEIM, SCHMITT & SCHMITT, LLC**

**ARTICLE I  
NAME**

The name of this limited liability company is **WALDHEIM, SCHMITT & SCHMITT, LLC**, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 520 South Maitland Avenue, Maitland, Florida 32751.

**ARTICLE III  
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE V  
MANAGEMENT BY MEMBERS**

The Company will be managed by members, as further provided in the Company's operating agreement.

**ARTICLE VI  
IDENTIFICATION OF MANAGING MEMBERS**

The names and addresses of the managing members of the Company are:

E.C. Waldheim, D.M.D.  
520 South Maitland Avenue  
Maitland, Florida 32751

This document prepared by:  
William R. Lowman, Jr., Esq.  
Zimmerman, Sheffield, Kiser & Sutcliffe, P.A.  
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Orlando, FL 32802-3000  
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Charles Schmitt, D.M.D.  
520 South Maitland Avenue  
Maitland, Florida 32751

C. Scott Schmitt, D.M.D.  
520 South Maitland Avenue  
Maitland, Florida 32751

#### **ARTICLE VII ADMISSION OF NEW MEMBERS**

The Company may admit new members by unanimous consent of the Company's existing members.

#### **ARTICLE VIII MEMBERS' RIGHT TO CONTINUE BUSINESS**

In the event of 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 in the Limited Liability Company, the remaining members shall have the right to continue the business of the Limited Liability Company without interruption, and shall continue such business without interruption, unless those remaining members act in accordance with the Operating Agreement and Regulations to not continue the business of the Limited Liability Company.

#### **ARTICLE IX COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 608.409(1), Florida Statutes, the Limited Liability Company's existence shall be deemed to have commenced at such time and date as is five (5) business days prior to the date on which these Articles of Organization are filed by the Florida Department of State.

#### **ARTICLE X APPLICABLE LAW**

The Limited Liability Company is created pursuant to Chapter 608, Florida Statutes, and shall be governed by the laws of the State of Florida.

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida.

1. The name of the limited liability company is "Waldheim, Schmitt & Schmitt, LLC"
2. The name and the Florida street address of the Registered Agent are as follows:

William R. Lowman, Jr., Esq.  
315 East Robinson Street, Suite 600  
Orlando, Florida 32802

*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.*

  
William R. Lowman, Jr.

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**ARTICLE XI**  
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member hereby certifies as follows:

- a. The above named Limited Liability Company has at least one member.
- b. The total amount of property anticipated to be contributed by the members shall be an amount not in excess of One Million and No Dollars (\$1,000,000.00) and shall be comprised of closely-held stock and certain valuable intangible capital assets.
- c. No cash is contributed or anticipated to be contributed by the members.



Charles Schmitt, D.M.D.

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.