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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 840142 3487A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 55.00

ORDER DATE : December 3, 2002

ORDER TIME : 10:30 AM

ORDER NO. : 840142-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
2033 Main Street
Suite 600
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: BEE RIDGE MEDICAL ASSOCIATES,
LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF ORGANIZATION
OF
BEE RIDGE MEDICAL ASSOCIATES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned limited liability company adopts the following Amendment and Restatement of its Articles of Organization:

1. The name of the limited liability company is Bee Ridge Medical Associates, LLC.
2. This limited liability company's Articles of Organization are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the limited liability company shall be Kennedy-White Orthopaedic Partners, LLC ("Company").

**ARTICLE II
PURPOSE AND POWER**

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

**ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be 1818 Hawthorne Street, Sarasota, FL 34239.

**ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE**

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The name and street address of the registered agent of the Company in the State of Florida is William R. Kennedy, 1818 Hawthorne Street, Sarasota, FL 34239.
TALLAHASSEE, FLORIDA

**ARTICLE V
MANAGEMENT**

The Company is to be a manager-managed company.

**ARTICLE VI
OPERATING AGREEMENT**

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

3. The Articles of Organization of this limited liability company were duly filed with the Florida Department of State on November 1, 1999, and assigned Document Number L99000007402.

4. This Amendment and Restatement of Articles of Organization was duly adopted by the unanimous vote of the members of this limited liability company on December 2, 2002.

IN WITNESS WHEREOF, the undersigned Member of this Limited Liability Company has executed this Amendment and Restatement of Articles of Organization as of December 2, 2002.

Kennedy-White Orthopaedic Partners, LLC
f/k/a Bee Ridge Medical Associates, LLC

By: _____

Bruce P. Chapnick, Authorized Representative