

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-442-8062 Fax (850) 222-1222

L 99000007969

Summerlin Bend Surgery  
Center, LLC

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\*\*\*\*160.00 \*\*\*\*160.00

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- ☒ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- ☒ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Signature

Requested by:

Name

Date

Time

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Will Pick Up

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## ARTICLES OF ORGANIZATION

OF

### SUMMERLIN BEND SURGERY CENTER, L.L.C.

Under Section 621 F.S. of the Limited Liability Company Law  
of the State of Florida

The undersigned, being a natural person of at least eighteen years of age and acting as the organizer of the limited liability company (the "Company") by these articles being formed under Section 621 F.S. of the Limited Liability Company Law of the State of Florida (the "Act"), certifies that:

#### ARTICLE ONE

##### NAME OF COMPANY

The name of the limited liability company shall be **SUMMERLIN BEND SURGERY CENTER, L.L.C.**

#### ARTICLE II

##### PURPOSE OF COMPANY

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

#### ARTICLE III

##### PRINCIPAL OFFICE

The address of its principal office and the mailing address of the limited liability company shall be located at 63 Barkley Circle, S.W., the City of Fort Myers, County of Lee, State of Florida 33908, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### ARTICLE IV

##### DISSOLUTION

This limited liability company shall have perpetual duration starting on the date these Articles of Organization are filed by the Florida Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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## ARTICLE V

### AGENT FOR SERVICE OF PROCESS

The Secretary of State is designated as the agent of the Company upon whom process against the Company may be served. The post office address within or without the State of Florida to which the Secretary of State shall mail a copy of any process against the Company served upon such Secretary of State is **CAPITAL CONNECTION, INC.**, 417 E. Virginia Street, Suite 1, City of Tallahassee, County of Leon, State of Florida 32302

## ARTICLE VI

### REGISTERED AGENT

The name and address of the registered agent for service of process on the Company in the State of Florida is **CAPITAL CONNECTION, INC.**, 417 E. Virginia Street, Suite 1, City of Tallahassee, County of Leon, State of Florida 32302. Such registered agent is to be the agent of the Company upon whom process against it may be served.

## ARTICLE VII

### MANAGEMENT

This limited liability Company is to be managed by one manger or more managers and is, therefore, a manager-managed company.

## ARTICLE VII

### LIABILITY OF MANAGERS

A member acting in his, her or its capacity as a manger of the Company, shall not be personally liable to the Company or its members for damages for any breach of duty in such capacity as a manager, except for damages resulting from actions or omissions by such manager as to which there shall have been a judgment or other final adjudication that establishes that such acts or omissions were in bad faith, involved intentional misconduct or a knowing violation of law, or that such manager personally gained a financial profit or other advantage to which he, she or it was not legally entitled, or that with respect to a distribution the subject of Section 608.426 F.S. of the Act, such manager's acts were not performed in accordance with Section 608.426 F.S. of the Act. Neither the amendment nor the repeal of this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal of adoption of an inconsistent provision. This Article shall neither eliminate nor limit the liability of a manager for any act or omission occurring prior to the adoption of this Article.

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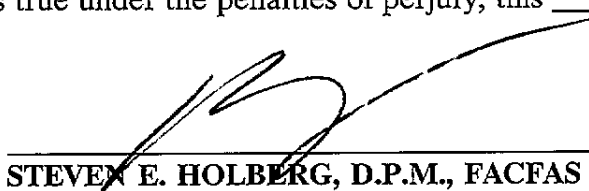


## ARTICLE IX

### CLASSES OF MEMBERS

There shall be two Classes of Interests: Class A and Class B. The holders of each Class of Interest shall have such relative rights and duties as set forth in the Operating Agreement. Except as otherwise required by law or by the Operating Agreement, only the holders of Class A Interests shall be entitled to vote on, make any determination of, or consent to, any matter to be acted upon by the Members in respect of the Company. The Class of Interest held by each member is set forth under the Member's name on the signature pages of the Operating Agreement.

IN WITNESS, these Articles of Organization have been subscribed by the undersigned, who affirms the foregoing as true under the penalties of perjury, this \_\_\_\_ day of November, 1999.



STEVEN E. HOLBERG, D.P.M., FACFAS  
c/o Foot & Ankle Group of Southwest  
Florida, P.A.  
63 Barkley Circle, S.W.  
Fort Myers, Florida 33908

\_\_\_\_\_  
Signature of a member or authorized representative of a member

(In accordance with Section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true.)

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **SUMMERLIN BEND SURGERY CENTER, L.L.C.**

The name of the registered agent and office is:

**CAPITAL CONNECTION, INC.**  
417 E. Virginia Street, Suite 1  
Tallahassee, Florida 32302

*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.*

Dated this 19 day of November, 1999.

**CAPITAL CONNECTION, INC.**

By: Lauren Strong  
Print Name: Lauren Strong  
Its: Chief Representative

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TALLAHASSEE FLORIDA