

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.  
(Requestor's Name)

526 EAST PARK AVENUE  
(Address)

TALLAHASSEE FL 32301 (904) 681-6528  
(City, State, Zip) (Phone #)

603293

**M97000000466**  
**RUSH**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Rehab Associates, LLC W97-17605  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name)

3 \_\_\_\_\_  
(Corporation Name)

4 \_\_\_\_\_  
(Corporation Name)

J. TAX  
FILING 250.00  
R. AGENT FEE 35.00  
C. COPY \_\_\_\_\_  
TOTAL 285.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

☒ Walk In

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Pick Up Time

☐ Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials

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SECRETARY OF CORPORATION  
DIVISION-1  
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8/1/97

000002257910  
-08/05/97-01048-005  
\*\*\*\*285.00 \*\*\*\*285.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

UCC FILING AND SEARCH SERVICES, INC.  
526 EAST PARK AVENUE  
TALLAHASSEE, FL 32301

SUBJECT: REHAB ASSOCIATES, LLC  
Ref. Number: W97000017605

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We have received your document for REHAB ASSOCIATES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

In order for this application to be filed a description of the property must be included based on the amount you listed on line 3 of the affidavit of membership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 497A00038962

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- (FLA. - LLC 3289)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Rehab Associates, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 2,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 12,997,600 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 14,997,600 . This total includes amounts from 2 and 3 above.

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

(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.)

**BILL OF SALE**

This Bill of Sale is executed by Rehab Associates, Inc., an Alabama corporation with its principal offices located in Montgomery, Alabama ("RAI").

1. **Transfer of Assets.** In connection with the organization of Rehab Associates, L.L.C., an Alabama limited liability company (the "Company") and the admission to the Company of Cordova Capital Partners, L.P.-Enhanced Appreciation, a Georgia limited partnership ("CCP"), and in consideration of RAI's Member interest in the Company and the assumption of certain liabilities of RAI by the Company, all as described in the Membership Interest Purchase Agreement among RAI, CCP, Rocky Barnes and James A. Cox, Jr. dated \_\_\_\_\_, 1997 (the "Purchase Agreement"), RAI transfers to the Company, its successors and assigns, all of RAI's rights, title and interests in and to all properties and assets of RAI, tangible and intangible, of whatever kind or nature and wherever located, including but not limited to the following (the "Assets"):

**Interests in Subsidiaries.** All of RAI's interests in Rehab Associates Southeast, L.L.C., Tuscaloosa Therapy, L.L.C., and Rehab Associates of Elmore County, all of which are Alabama limited liability companies.

**Leaseholds.** All of RAI's interests as lessee under leases of real and personal property, including, but not limited to, leases listed in Schedule 1 hereto.

**Contracts.** All contracts for performance of physical therapy services, including, but not limited to, contracts listed on Schedule 2 hereto.

**Equipment and Furniture.** All physical therapy and office equipment, machinery, furniture and furnishings, including, but not limited to, that listed in Schedule 3 hereto.

**Supplies and Inventories.** All supplies and inventories including, but not limited to, that located in or used in connection with the operation of the RAI's practice locations and offices;

**Records.** All patient files, lists and medical records, personnel records of employees of RAI, and records of RAI's business operations;

**Warranties.** All of RAI's assignable rights, if any, against suppliers or servicers of any of the Assets arising under warranties or otherwise including all rights of RAI under express or implied warranties or other rights to which RAI may be entitled with respect to the Assets or rights of action with respect to the construction or design of the Assets;

**Prepaid Assets.** All prepaid assets, if any, as of the closing date;

**Utility Rights.** All utility rights as of the closing date, including, but not limited to, utility deposits and the use of all telephone numbers used by RAI;

**General Intangibles.** All general intangibles, including but not limited to patents, copyrights, protocols, know-how, databases, formats and other intellectual property rights of any kind, to the extent assignable, all existing licenses, permits and registrations which are used in or associated with the operation of RAI's business, all, if any, trade names, trademarks, service marks and copyrights, all contract rights, and all goodwill;

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Other Assets. All cash, bank accounts, and accounts receivable, as of the closing date.

2. Covenants and Warranties. RAI warrants to the Company that (a) the RAI owns the property conveyed by this Bill of Sale, (b) the property is free from all encumbrances except as otherwise provided in the Purchase Agreement, (c) it has a good right to sell and convey the property described in this Bill of Sale, and (d) it will warrant and defend the sale of the property described in this Bill of Sale to the Company, its successors and assigns, against the lawful claims and demands of all persons.

3. Further Actions. RAI will take all such further reasonable actions as are reasonably necessary to effect and consummate the transactions contemplated by this Bill of Sale.

The authorized officer of RAI has executed this Bill of Sale on \_\_\_\_\_, 1997.

REHAB ASSOCIATES, INC.

By: \_\_\_\_\_  
Rocky Barnes  
Its Chief Executive Officer

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Rehab Associates, L.L.C.

2. The name and address of the registered agent and office is:

James A. Cox, Jr.

(Name)

401 Reid Avenue

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Port St. Joe, Florida 32456

(City/State/Zip)

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*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.*

James A. Cox Jr.  
(Signature)

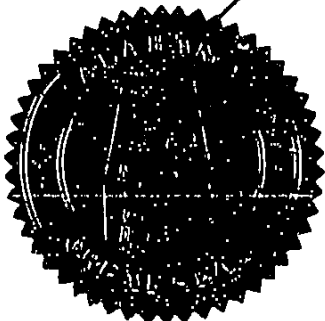
7/29/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that articles of organization for Rehab Associates, L.L.C. were filed in the office of the Judge of Probate of Montgomery County on June 17, 1997. I further certify that the records do not disclose that said Rehab Associates, L.L.C. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

07/14/97

Date

*Jim Bennett*

Jim Bennett

Secretary of State