

# M990000000625

**Southlake**  
Nursing and Rehabilitation Center

10680 Old St. Augustine Road  
Jacksonville, FL 32257

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

600002341116--2

-04/28/98--01007--001

\*\*\*1066.25 \*\*\*1066.25

FILED  
APR 27 PM 5:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

PF \$500.00  
AR Fees \$566.25

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input 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

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-11/07/97--01010--001

\*\*\*\*285.00 \*\*\*\*285.00

M99-625

Name	OR 4-28
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 27, 1997

SOUTHLAKE NURSING & REHABILITATION CENTER  
10680 OLD ST. AUGUSTINE ROAD  
JACKSONVILLE, FL 32257

SUBJECT: HEALTHCARE CAPITAL MANAGEMENT, LLC  
Ref. Number: W97000019855

We have received your document for HEALTHCARE CAPITAL MANAGEMENT, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1203.75.

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: 697A00043163

09 APR 27 PM 5:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 22, 1997

SOUTHLAKE NURSING & REHABILITATION CENTER  
10680 OLD ST. AUGUSTINE ROAD  
JACKSONVILLE, FL 32257

SUBJECT: HEALTHCARE CAPITAL MANAGEMENT, LLC  
Ref. Number: W97000019855

This letter is in response to the application by foreign limited liability company for authorization to transact business in Florida that was previously submitted to this office for HEALTHCARE CAPITAL MANAGEMENT, LLC.

The referenced application states that the limited liability company has transacted business in the State of Florida since June 2, 1996. You were notified by letter dated August 27, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the limited liability company is liable for \$1203.75 in appropriate fees and penalties as set forth in Section 608.502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign limited liability company for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the limited liability company first transacted business in Florida, that the limited liability company did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Registration Section at (904) 487-6051.

Tammi Cline  
Document Specialist

Letter No. 297A00051444

Enclosure

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



RECEIVED

99 MAR -1 PM 4:34

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 13, 1998

SOUTHLAKE NURSING & REHABILITATION CENTER  
10680 OLD ST. AUGUSTINE ROAD  
JACKSONVILLE, FL 32257

SUBJECT: HEALTHCARE CAPITAL MANAGEMENT, LLC  
Ref. Number: W97000019855

**CERTIFIED MAIL #P348067160 RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Section 608.502(4), Florida Statutes, because of the failure of HEALTHCARE CAPITAL MANAGEMENT, LLC to pay the appropriate penalties and fees incurred by the transacting of business as a foreign limited liability company in Florida without authority. I have enclosed a copy of Sections 608.501 and 608.502, Florida Statutes, for your review.

The application submitted by HEALTHCARE CAPITAL MANAGEMENT, LLC for authority to transact business in Florida indicates that the limited liability company transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 608.502, Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$1203.75 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 608.501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6051. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 998A00013869

RECEIVED

MAR 29 99

Office of General Counsel  
Department of State

FILED

APR 27 PM 5:00

DEPT STATE

(AUTO)

THE FOLLOWING FILE(S) ERASED

FILE	FILE TYPE	OPTION	TEL NO.	PAGE	RESULT
010	MEMORY TX		616157445721	02/02	OK

ERRORS

1) HANG UP OR LINE FAIL 2) BUSY 3) NO ANSWER 4) NO FACSIMILE CONNECTION



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF THE GENERAL COUNSEL

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 APR 27 PM 5:00

FILED

## FACSIMILE TRANSMITTAL

TO FAX NUMBER: (615) 744-5721

Please deliver the following pages to:

NAME: Pete Ezell, Esq.,



**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

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**FACSIMILE TRANSMITTAL**

**TO FAX NUMBER:** (615) 744-5721

**Please deliver the following pages to:**

**NAME:** Pete Ezell, Esq.,

**COMPANY:** Healthcare Capital Management, LLC

**CITY/STATE:** Nashville, Tennessee

**SENDER:** Gerard T. York, Esq.,  
Assistant General Counsel

**DATE/TIME:** 04/06/99 1:08 PM

**NUMBER OF PAGES (including transmittal sheet):**2

**FROM FAX:** 850/922-5763 (Suncom 292-5763)

**COMMENTS:** This is to confirm our conversation of this date wherein we have discussed the issue of foreign non-qualified penalties and annual report fees due from Healthcare Capital Management, LLC.

The application for a certificate of authority filed in 1997 indicates your client has transacted business in Florida since 1996. To avoid litigation, we would offer to settle this matter for the sum of \$1066.25, reflecting annual report fees from 1996 in the amount of \$566.25, and penalties under section 608.502(4), Florida Statutes for the same period assessed in a lump sum of \$500.

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Healthcare Capital Management, LLC. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.**

**If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.**

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**

FILED  
09 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPT STATE

(AUTO)

THE FOLLOWING FILE(S) ERASED

FILE	FILE TYPE	OPTION	TEL NO.	PAGE	RESULT
018	MEMORY TX		616153833083	02/02	OK

3/4/99: Claire Corcoran & to do with  
Healthcare: call Nashville:  
try brutally managed, but no longer

4/6/99

settled \$1066.25

fax Ezell w/ details

## ERRORS

1) HANG UP OR LINE FAIL 2) BUSY 3) NO ANSWER 4) NO FACSIMILE CONNECTION



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State  
**OFFICE OF THE GENERAL COUNSEL**

99 APR 27 PM 5:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FACSIMILE TRANSMITTAL

TO FAX NUMBER: (615) 383-3083

Please deliver the following pages to:

NAME: Dan L. MacLaren





**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**

**Secretary of State**

**OFFICE OF THE GENERAL COUNSEL**

**FACSIMILE TRANSMITTAL**

*Return to E2011, Office 726-5721*  
**TO FAX NUMBER: (615) 383-3083**

*By 613 ~~726~~ 744-5721*

**Please deliver the following pages to:**

**NAME: Dan L. MacLaren**

**COMPANY: Healthcare Capital Management, LLC**

**CITY/STATE: Nashville, Tennessee**

**SENDER: Gerard T. York, Esq.,  
Assistant General Counsel**

**DATE/TIME: 03/03/99 1:34 PM**

**NUMBER OF PAGES (including transmittal sheet):2**

**FROM FAX: 850/922-5763 (Suncom 292-5763)**

**COMMENTS: This is to confirm our conversation of this date wherein we have discussed the issue of foreign non-qualified penalties and annual report fees due from Healthcare Capital Management, LLC.**

**The application for a certificate of authority filed in 1998 indicates Healthcare Capital Management, LLC. has transacted business in Florida since 1996. If this is correct, the amount of \$3566.25 is due reflecting annual report fees and statutory penalties from 1996 of \$1000 per year. To avoid litigation, we would offer to settle this matter for the sum of \$2066.25, reflecting annual report fees from 1996 in the**

*1066.25  
offered*

*1996 start date  
stopped in 97*

**FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**amount of \$566.25, and penalties under section 608.502(4), Florida Statutes for the same period assessed at the statutory minimum of \$500 per year.**

**Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Healthcare Capital Management, LLC, a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.**

**Alternatively, if the application was submitted in error and Healthcare Capital Management, LLC, never actually transacted business in Florida, I would need a sworn affidavit from a managing member of Healthcare Capital Management, LLC, indicating under penalty of perjury that the affidavit was submitted in error and facts supporting the conclusion the entity never transacted business in Florida.**

**I note from the file that the Division of Corporations previously sent correspondence on this matter to South Lake Nursing & Rehabilitation Center in Jacksonville on August 27, 1997, October 22, 1997, and March 13, 1998. Thus I would appreciate your cooperation in the early resolution of this matter. Please do not hesitate to contact me should you have any questions.**

**If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.**

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**

FILED  
93 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

South Lane Moving + Rehab!

\$203.75 AR

1000/500

\$608.502 (4)

Clara (904)-268-4953

Corrosion FAX (904)-~~262-7462~~  
268-3431

Tamara Fine

~~\$3000.00~~ / AR 188.75 97  
188.75 98  
188.75 99  
566.25

FILED

99 APR 27 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CLENDON

**York, Gerard**

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**From:** Tadlock, Brenda  
**Sent:** Monday, April 26, 1999 2:06 PM  
**To:** York, Gerard  
**Subject:** HEALTHCARE CAPITAL MANAGEMENT, LLC

Dear Gerry:

We have received a check in the amount of \$1,066.25 from Healthcare Properties, Inc.. The stub indicates that this check is being submitted on behalf of Healthcare Capital Management, LLC, W97000019855.

Our records reflect that this file was sent to you on March 1, 1999.

Please let me know how you want to handle this.

Thanks,

Brenda Tadlock  
487-6911

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 26, 1999

RE: Healthcare Capital Management, LLC.

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Based on my review of the file and the payments received from the LLC, it is my recommendation that this file be closed. Corporation has paid a total of \$1066.25 reflecting outstanding report fees from 1996 of \$566.25 and foreign non-qualified penalties of \$ 500.00 assessed in a lump sum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

GTY/gty

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS  
IN THE STATE OF FLORIDA:**

1. Healthcare Capital Management, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)

2. Tennessee  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 62-1619915  
(FEI number, if applicable)

4. 11/1/95  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. 6/2/96  
(Date first transacted business in Florida. (See sections 608.501, 808.502, and 817.155, F.S.)

7. 102 Woodmont Boulevard, Suite 350  
Nashville, TN 37205  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

Dan L. McLaren  
102 Woodmont Boulevard  
Suite 350  
Nashville, TN 37205

Thomas Scarborough  
102 Woodmont Boulevard  
Suite 350  
Nashville, TN 37205

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 27 PM 5:00

FILED

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

The undersigned member or authorized representative of a member of Healthcare Capital  
Management, LLC 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 \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . 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  
\$ 1,000 . This total includes amounts from 2 and 3 above.



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.)

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$ 52.50 for Affidavit**

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the <sup>company</sup> corporation is: Healthcare Capital Management, LLC

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

Clara Corcoran

(Name)

10680 Old St. Augustine Road

(P.O. Box not acceptable)

Jacksonville, FL 32257

(City/State/Zip)

FILED  
99 APR 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation 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.*



(Signature)

August 26, 1997

(Date)

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