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DIMUROGINSBERG P.C.
ATTORNEYS AT LAW

December 29, 2008

Clerk, State Corporation Commission
1300 East Main Street
1st Floor
Richmond, Virginia 23219

081230 0508
Jmy

Re: *Articles of Organization of VSC Management, LLC. Articles of Organization of Veterinary Surgical Center of Vienna, LLC*

Dear Sir/Madame:

Enclosed please find the Articles of Organization for VSC Management, LLC, and Veterinary Surgical Center of Vienna, LLC, and two checks in the amount of \$200 each for the expedited service filing fee. Please file the Articles of Organization for VSC Management, LLC, and Veterinary Surgical Center of Vienna, LLC no later than December 31, 2008. Please contact immediately if there are any questions or concerns.

BERNARD J. DIMURO
NINA J. GINSBERG
JONATHAN R. MOOK
JOHN M. TRAN
MICHAEL E. BARNSBACK
HILLARY J. COLLYER
STEPHEN J. STINE
STACEY L. ROSE

MICHAEL S. LIEBERMAN,
OF COUNSEL

C. THOMAS HICKS III,
OF COUNSEL

Sincerely,

TR by *mizi*
AMIR ZENOZI
C. Thomas Hicks III
Of Counsel
DiMuroGinsberg, P.C.
Phone: (703) 684-4333, ext 112
Fax: (703) 548-3181
Cell: (703) 862-9660
Email: thicks@dimuro.com

Enclosure
CTH:aaz

908 KING STREET, SUITE 200
ALEXANDRIA, VIRGINIA 22314

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200
300
12/30/08
MLL
S2791475



SCC21.2
(08/07)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
(866) 722-2551 Toll-free in Virginia

Expedited Service Request Business Entity Filing

****Read Information & Instructions pages before completing this form****

This form MUST be completed and placed on top of EACH document that is submitted for expedited review and processing.

Entity Name: <u>VETERINARY SURGICAL CENTER OF VIENNA, LLC</u>	Entity's SCC ID No. (if known): <u>08.12.15.4122</u>
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Return Evidence of Filing To:
(Correspondent's name and address)

C. THOMAS HICKS III, ESQ.
908 KING STREET
SUITE 200
ALEXANDRIA, VA 22314

Contact Person: C. THOMAS HICKS III

Phone Number: (703) 684 - 4333 ext 112

Fax Number: (703) 548 - 3181

E-mail: THICKS@DIMEKO.COM

Return Evidence of Filing By:
(mark all that apply)

Hold for Pickup (Available at 4:00 p.m.)

First-Class Mail

USPS Express Mail
(Prepaid envelope required.)

Overnight via UPS Fed Ex
(Completed airbill with account number required.)

Fax (Additional charge of \$25 Only available for Expedited Filings Categories A and C)

Complete, if not correspondent:

Name: _____

Fax No. () _____ - _____

--- See Information & Instructions for description of categories. ---

<p>Expedited Service(s) Requested: (mark service requested)</p> <p><input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A</p> <p><input checked="" type="checkbox"/> Same Day Service (In by Noon) \$ 200</p> <p><input type="checkbox"/> Next Day Service (In by 4 00 p m) \$ 100</p> <p><input type="checkbox"/> Category B Preliminary Review of a Document listed in Schedule A (2nd Business Day Service Only - In by 4 00 p m) \$ 50 (Note No fee if document is a preliminary review resubmission within 30 days of initial submission)</p> <p><input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only - In by 4 00 p m) \$ 50</p> <p><input type="checkbox"/> Reinstatement Packet \$ 50</p>	<p>FOR OFFICE USE ONLY</p> <p>***Expedite Fee(s): *** (does not include filing fee(s) - see footnote)</p> <p><u>081230 0508</u></p> <p>I/O <input type="checkbox"/></p> <p><i>Copy</i></p>
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*** Remember to include payment for all applicable fees (e.g. charter/entrance, reinstatement, filing, fax and expedite fees)



MARK C. CHRISTIE
COMMISSIONER

JAMES C. DIMITRI
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

December 30, 2008

C THOMAS HICKS III
908 KING ST
STE 200
ALEXANDRIA, VA 22314

RE: Veterinary Surgical Center of Vienna LLC
ID: S279147 - 5
DCN: 08-12-30-0508

Dear Customer:

This is your receipt for \$100.00 to cover the fee(s) for filing articles of organization for a limited liability company with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of organization is December 30, 2008.

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia (866) 722-2551.

Sincerely,

Handwritten signature of Joel H. Peck in black ink.

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCD
CISINF4

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 30, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
Veterinary Surgical Center of Vienna LLC

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization in the Office of the Clerk of the
Commission, effective December 30, 2008.

STATE CORPORATION COMMISSION

By



Commissioner

DLLCACPT
CISINF4
08-12-30-0508

ARTICLES OF ORGANIZATION
OF
VETERINARY SURGICAL CENTER OF VIENNA LLC

Article I. Name. The name of the Limited Liability Company is Veterinary Surgical Center of Vienna LLC (the Company).

Article II. Registered Office and Agent. The address of the initial registered office is located at 908 King Street, Suite 200, Alexandria, Virginia 22314. The initial registered agent is Bernard J. DiMuro, who is resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the address of the initial registered office.

Article III. Principal Office. The address of the principal office of the Company, at which the records required to be maintained are to be kept, is 140 Park Street, SE, Vienna, Virginia 22180.

Article IV. Limitation of Liability and Indemnification

a. Limitation of Liability. The Member shall not be liable to the Company for monetary damages with respect to any transaction, occurrence, or course of conduct in any action brought by the Company.

b. Indemnification. The Company shall indemnify any liability other than liability incurred as a result of willful misconduct or a knowing violation of the law that was incurred by any person who was or is a party to any action brought by or on behalf of the Member if the person was serving as a director, officer, employee, or agent at the request of the Company.

c. Applicability. The provisions of this Article shall be applicable to all actions commenced after the adoption of these Articles by the Member arising from any act or omission whether occurring before or after such adoption. Amendment or repeal of this Article shall have no effect on the rights provided under this Article to acts or omissions occurring before the amendment or repeal. The Company shall promptly take all actions and make all determinations as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article.

d. Expenses. The Company shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to an action if the applicant furnishes the Company:

-
- i. a written statement of the applicant's good-faith belief that he or she has not engaged in any willful misconduct or knowing violation of the criminal law; and
 - ii. a written promise, executed personally or on the applicant's behalf, to repay the advance if it is ultimately determined that he or she did in fact engage in willful misconduct or a knowing violation of the law.

This promise shall be an unlimited general obligation of the applicant, but it does not need to be secured and may be accepted by the Company without reference to financial ability to make repayment. Authorizations of payments under this paragraph shall be made by the Member.

e. Additional Indemnities. The Member may cause the Company to indemnify or contract to indemnify any liability other than liability incurred as a result of willful misconduct or a knowing violation of the law that was incurred by any person not specified in paragraphs 4(a) and 4(b) who was, is, or may become a party to any action because:

- i. the Member is or was an employee or agent of the Company; or
- ii. the Member is serving in any other capacity at the request of the Company.

The provisions of paragraphs 4(c) and 4(d) shall apply to any indemnification provided under this paragraph.

f. Insurance. The Company may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed in accordance with this Article. The Company may also procure insurance, in amounts determined by the Member, on behalf of any person who is either:

- i. the Member; or
- ii. serving in any other capacity at the request of the Company.

This insurance may indemnify against any asserted or incurred liability regardless of whether the Company has the power to indemnify a person against such liability under the provisions of this Article.

Article V. Member-Managed Company. The Company shall be a "Member-Managed Limited Liability Company." The Member shall have complete and exclusive control of the management of the Company's business and affairs. If additional Members are subsequently admitted, they shall vote in proportion to their contributions to the Company and a majority vote of the Members of the Company shall consist a vote of Members having a majority share of the voting power of all Members.

Article VI. Written Operating Statement. Any operating statement and amendments or restatements thereof entered into by the Member of the Company shall be in writing. No oral agreement by the Member shall constitute any portion or interpretation of any written operating statement of the Company.

TH
Tom Hicks, Organizer

12/30/08
(date)

