

L18000221932

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O. BRUCE
FEB 14 2019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 723 N VICTORIA PARK RD LLC
(Name of Limited Liability Company)

The enclosed member, resignation or dissociation and fee(s) are submitted for filing.*
**Note: There are 3 (three) resignations in this package. Also attached is an executed Assignment of LLC Interest signed by all members.*
Please return all correspondence concerning this matter to:

Zachary Rose
(Contact Person)

Rose Architects
(Firm/Company)

3109 Bayview Drive
(Address)

Fort Lauderdale, FL 33306
(City/State and Zip Code)

For further information concerning this matter, please call:

Zachary Rose at (954) 873-9007
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:
 ~~\$25~~ Filing Fee \$55 Filing Fee & Certified Copy
\$75

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**DISSOCIATION OR RESIGNATION OF MEMBER, MANAGER FROM
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

(Pursuant to 605.0216, Florida Statutes)

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: 723 N Victoria Para Rd LLC

2. The Florida document/registration number assigned to this limited liability company is:

L18000221932

3. The date this member/manager withdrew/resigned or will withdraw/resign is: 1/30/19

4. I, Marc Brauer, hereby withdraw/resign as a
(Print Name of Person Resigning)

Member
(Print Title)

of this limited liability company and affirm the limited liability company has been notified of resignation in writing.

[Signature]
Signature of Dissociating Member or Resigning Manager

Filing Fee: \$25.00 (Required)
Certified Copy: \$30.00 (Optional)

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ASSIGNMENT OF LLC INTEREST

This ASSIGNMENT OF LLC INTEREST ("Assignment") is made by **R. Brawer, M. Brawer, Matatof, and Harounoff** ("Assignors") to **Zachary Rose** ("Assignee") as of the date set forth below.

WITNESSETH:

WHEREAS, Assignors own an aggregate 70% Membership Interest in **723 N VICTORIA PARK RD LLC**, a limited liability company (the "LLC");

WHEREAS, Assignors desire to assign 100% of their Membership Interests in the LLC, or 70% total, to Assignee by means of this instrument (the "Assigned Interest").

WHEREAS, Assignors shall be withdrawn as members of the LLC.

NOW THEREFORE, in consideration of the compensation in **Schedule 1** and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby take the following actions:

1. ASSIGNMENT OF INTEREST

Assignors hereby irrevocably and unconditionally assign, transfer and convey to Assignee all of Assignors' rights, title and interest in the Assigned Interest in the LLC to Assignee.

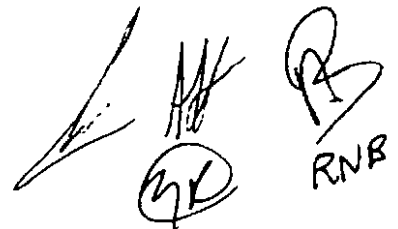
2. CONSIDERATION

The Assignors assign, transfer, and convey the Assigned Interest to Assignee for the sums outlined in **Schedule 1**.

3. REPRESENTATIONS AND WARRANTIES.

Assignors hereby represent and warrant to the Assignee that:

(a) the Assigned Interest shown in **Schedule 1** represents the Assignors' Interests in the LLC;

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(b) the Assignors are lawful owners and have good title to the Assigned Interest, free and clear of any liens, claims, encumbrances, security interest or options.

4. APPROVAL AND RELEASE

The LLC hereby approves the transfer of the Membership Interest from Assignors to Assignee. The LLC and Assignors hereby release each other from all claims arising under the LLC.

Assignors, on their behalf and on behalf of their subsidiaries, divisions, affiliates and agents, releases, remises, and forever discharges **Assignee** from all claims, suits, actions, charges, demands, judgments, costs and executions present and future, known or unknown, both legal and equitable in any manner arising out of its ownership of, or participation in the management of, the LLC; and

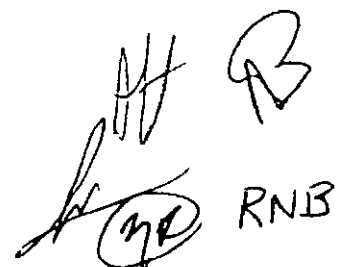
Assignee, on its behalf and on behalf its subsidiaries, divisions, affiliates and agents, releases, remises, and forever discharges **Assignors** from all claims, suits, actions, charges, demands, judgments, costs and executions present and future, known or unknown, both legal and equitable in any manner arising out of their ownership of, or participation in the management of, the LLC.

5. CONDITION PRECEDENT TO CLOSING

Upon the collective acceptance of this Assignment, the Assignee will own one hundred percent (100%) of the outstanding membership interests of the LLC. As a condition precedent to payment of Assignors' Assigned Interests, and Assignee's payment of cash consideration due under this Assignment agreement, it is accepted and agreed by both Assignor and Assignee that in the event that any one or more of the remaining assignment agreements are not executed thereby causing LLC ownership by Assignee to total less than one hundred percent (100%), this Assignment agreement shall be voidable by Assignee and Assignors shall be excused from any performance due under this Assignment agreement.

6. EFFECTIVE DATE.

The Assignment is effective on January 28, 2019.

Handwritten signatures and initials. On the left, there are two overlapping signatures. On the right, there are initials 'RB' and 'RNB'.

IN WITNESS WHEREOF, Assignors have executed this Assignment as of the Effective Date.

The Assignee:

By: Zachary R. (RP) (Rose)

The Assignors:

By: [Signature] (Harounoff)

By: [Signature] (R. Brawer)

By: [Signature] (M. Brawer)

By: [Signature] (Matatol)

[Signature] [Signature]
(RP) RNB

SCHEDULE 1
ASSIGNORS COMPENSATION SCHEDULE

Member Name & Address	Compensation	Membership Interest
Marc Brawer 10498 Whitewind Cir Boynton Beach, FL 33473	\$137,500	17.5%
Richard Brawer 10498 Whitewind Cir Boynton Beach, FL 33473	\$82,500	10.5%
Jacob Matatof 4240 Galt Ocean Dr. Apt 1005 Fort Lauderdale fl 33308	\$110,000	14%
Alain Harounoff 621 N Victoria Park Rd. Fort Lauderdale FL 33304	\$81,400	28%


The bottom right of the page contains several handwritten marks. On the left, there is a signature that appears to be 'MK' with a circled 'MK' below it. To the right of this is another signature, and below that, the initials 'RNB' are written.