

**C09000012434**

Florida Department of State  
Division of Corporations  
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RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 FEB - 6 AM 7: 29

**FLORIDA/FOREIGN LIMITED LIABILITY CO  
ROSSY'S RETREAT LLC**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 FEB - 6 AM 8: 27

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February 5, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE

SUBJECT: ROSSY'S RETREAT LLC  
REF: W09000005536

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6067.

Neyssa Culligan  
Regulatory Specialist II

FAX Aud. #: H09000025674  
Letter Number: 709A00004104

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the Limited Liability Company is ROSSY'S RETREAT LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

C/O DOUGLAS A. KINSLEY  
260 CRANDON BLVD., SUITE 25  
KEY BISCAVNE, FL 33149

**ARTICLE III MANAGEMENT**

The Limited Liability Company is to be managed by the members and the name and address of the Managing Member is:

DOUGLAS A. KINSLEY  
260 CRANDON BLVD., SUITE 25  
KEY BISCAVNE, FL 33149

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**ARTICLE IV- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall by unanimous consent of all the members.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall by unanimous consent of the members.

**ARTICLE VI - DURATION**

The period of duration for the Limited Liability Company shall be until January 20, 2049.

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ROSSY'S RETREAT LLC

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**ARTICLE VII – MEMBERSHIP CONTRIBUTION**

The undersigned member or authorized representative of ROSSY'S RETREAT LLC. Deposits 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 \$1,000.00;
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 member authorized or representative of a member. NAME: DOUGLAS A. KINSLEY  
(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 stated herein are true.)

DATE \_\_\_\_\_

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

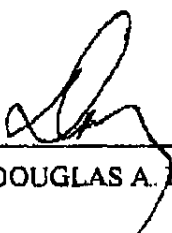
PURSUANT TO THE PROVISIONS OF CHAPTER 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ROSSY'S RETREAT LLC.
2. The name and address of the registered agent and office is:

DOUGLAS A. KINSLEY  
 260 CRANDON BLVD., SUITE 25  
 KEY BISCAWAYNE, FL 33149

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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.



Signature: DOUGLAS A. KINSLEY

Date

C:\Old HD\My Documents\AA HARLEY'S clients\Kinsley, Doug\ARTICLES OF ORGANIZATION FOR D & G HOLDINGS LLC JANUARY 19 2009.doc

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 ROSSY'S RETREAT LLC

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