

HOLLAND & Knight, LLP
Requester's Name
315 So. Calhoun St. Suite 600
Address
Tallahassee, FL 425-5675
City/State/Zip Phone #

L010000000009B
Office Use Only

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

- 1. Portofino RBG, L.C.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

800003517938--3
-01/02/01--01026--015
****155.00 ****155.00

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

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

01 JAN -3 PM12:12
01 JAN -2 AM 10:37
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

WOT-16

Examiner's Initials
UB
1301



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2001

HOLLAND & KNIGHT LLP

SUBJECT: PORTOFINO RBG, L.C.
Ref. Number: W01000000016

We have received your document for PORTOFINO RBG, L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 701A00000050

APPROVED
AND
FILED
01 JAN -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PORTOFINO RBG, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PORTOFINO RBG, L.C., and its principal office and mailing address shall be 1499 South Harbor City Boulevard, Suite 201, in the City of Melbourne, County of Brevard, State of Florida, 32901 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administration subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.

APPROVED
AND
FILED
01 JAN -3 PM 12:12
-SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Stephen E. Gorman	2555 North Clark Street, #1502	Chicago, IL 60614
James Ruston	1809 Kelly Court	Darien, IL 60561
Panorea Ruston	1809 Kelly Court	Darien, IL 60561
Rachel Browning	352 Willowood Lane	Willowbrook, IL 60514

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

01 JAN -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$ 1,000.00 cash shall be paid to the limited liability company by each of Stephen E. Gorman and Rachel Browning. Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by each of James Ruston and Panorea Ruston. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLES VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Stephen E. Gorman	one-third (1/3)
Rachel Browning	one-third (1/3)
James Ruston	one-sixth (1/6)
Panorea Ruston	one-sixth (1/6)

APPROVED
AND
FILED
01 JAN -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commence of business of the limited liability company, the month and day of the commencement date being the date of filing of record of these Articles of Organization.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Stephen E. Gorman one-third (1/3)

Rachel Browning one-third (1/3)

James Ruston one-sixth (1/6)

Panorea Ruston one-sixth (1/6)

ARTICLE VIII

DURATION

This limited liability company shall exist until January 1, 2031, or dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE IX


INITIAL REGISTERED OFFICE AND REGISTERED AGENT

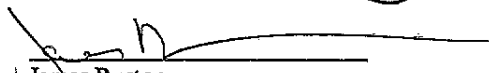
The address of the initial registered office of the limited liability company is 1499 South Harbor City Boulevard, Suite 201, City of Melbourne, County of Brevard, State of Florida, 32901, and the name of the company's initial registered agent at that address is William C. Potter.


The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PORTOFINO RBG, L.C.

Executed by the undersigned, STEPHEN E. GORMAN, RACHEL BROWNING, JAMES RUSTON and PANOREA RUSTON, at Chicago, Illinois, on December 28, 2000.


Stephen E. Gorman


Rachel Browning


James Ruston

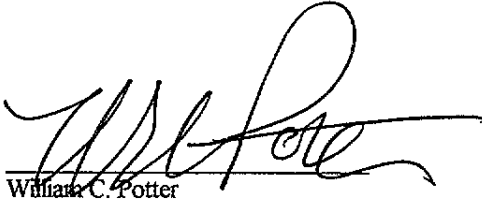

Panorea Ruston

APPROVED
AND
FILED
01 JAN -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO SERVE AS RESIDENT AGENT

I, William C. Potter, hereby consent to serve as resident agent in the State of Florida for PORTOFINO RGB, L.C., a Florida limited liability company, at the Registered Office of the limited liability company at 1499 South Harbor City Boulevard, Suite 201, Melbourne, FL 32901. I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the limited liability company. In the event of my resignation or any change in the Registered Office address, I will notify the Secretary of State immediately.

Dated: January 2, 2001.



William C. Potter

APPROVED
AND
FILED
01 JAN -3 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA