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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

1. ST. RAPHAEL ASSISTED LIVING FACILITY
(Corporation Name) (Document #)

2. AND NURSING HOME L.C.
(Corporation Name) (Document #)

3. 400005598744--5
-05/23/02--01048--026
(Corporation Name) (Document #) ****155.00 ****155.00

4. (Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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

RECEIVED
02 MAY 23 AM 10:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

ST. RAPHAEL ASSISTED LIVING FACILITY AND NURSING HOME, L.C.

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CLERK OF THE
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. **Name:** The name of this limited liability company is ST. RAPHAEL ASSISTED LIVING FACILITY AND NURSING HOME, L.C.
2. **Duration:** The company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Mailing address and street address:** The Company's mailing address is 2388 SW 23 Street, Miami, Florida 33145. The street address is the same.
4. **Registered agent and office:** The name and street address of the initial registered agent of the Company is Gus Suarez, Esq., 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134-4200.
5. **Additional members:** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. **Termination of membership:** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event, which terminates the continued membership of a member of the Company, the remaining members may, upon unanimous written agreement, continue the business of the Company.
7. **Management of the Company:** The Company shall initially be managed by the following persons who shall serve as co-managers until the first annual meeting of the members or until their successors are elected and qualify:

Alberto Chalbaud
2388 SW 23 Street
Miami, Florida 33145

Silvia Radulescu
2388 SW 23 Street
Miami, Florida 33145

Thereafter, the Company shall be managed by at least one (1) manager, who shall be elected annually as provided in the regulations.

8. **Regulations:** The members shall have the power to adopt, alter, amend, or repeal regulations of the Company, which provide for the management of the affairs of the Company.
9. **Date of the existence of the Company:** The existence of the Company shall commence on the date of the filing of the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of May 21st, 2002.


ALBERTO CHALBAUD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 ST. RAPHAEL ASSISTED LIVING FACILITY AND NURSING HOME, L.C.
2. The name and address of the registered agent and office is:

Gus Suarez, Esq.
2151 Le Jeune Road - Mezzanine
Coral Gables, Florida 33134-4200

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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.



GUS SUAREZ, ESQ.

Dated this 21st day of May, 2002.