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Account Number : I20020000120  
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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

River Rubicon, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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03 APR -9 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
RIVER RUBICON, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

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**ARTICLE I -- NAME**

The name of the limited liability company shall be River Rubicon, LLC (hereinafter "Company").

**ARTICLE II -- ADDRESS**

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

**River Rubicon, LLC  
601 Brickell Key Drive, Suite 705  
Miami, Florida, 33131**

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall terminate not later than April 9<sup>th</sup>, 2024, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is:

**Leoncio E. de la Peña D., Esq.  
De la Peña & Associates, P.A.  
601 Brickell Key Drive, Suite 705  
Miami, Florida, 33131**

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

ARTICLE IX – MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company are:

Leoncio E. de la Peña D., Esq.  
De la Peña & Associates, P.A.  
601 Brickell Key Drive, Suite 705  
Miami, Florida, 33131

*IN WITNESS WHEREOF*, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on April 9<sup>th</sup>, 2003.



Leoncio E. de la Peña D., Esq.  
Authorized Representative of Member of River Rubicon, LLC

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2003  
STATE  
OF FLORIDA  
TALLAHASSEE

**REGISTERED AGENT ACCEPTANCE**

*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 as provided for in Chapter 608 of the Florida Statutes.*



\_\_\_\_\_  
Leoncio E. de la Peña D., Esq.  
De la Peña & Associates, P.A.

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TALLAHASSEE, FLORIDA

Apr. 9. 2003 9:06AM

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**EXHIBIT "A" - INITIAL CAPITAL CONTRIBUTIONS OF MEMBERS**

<u>Name</u>	<u>Capital Contribution</u>
William Anthony Schwank Lopez	\$100

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