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Florida Department of State  
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

R.G. EQUIPMENTS, L.L.C.

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ARTICLES OF ORGANIZATION  
OF

R.G. EQUIPMENTS, L.L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be R.G. EQUIPMENTS, Limited Liability Company, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 27944 S.W. 136TH PLACE, NARANJA, FLORIDA 33032.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual 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 are RAFAEL PEREZ 27944 S.W. 136TH PLACE, NARANJA, FLORIDA 33032.

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.

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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 the 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 of 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 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 RAFAEL PEREZ 27944 S.W. 136TH PLACE, NARANJA, FLORIDA 33032.

OR

The company shall be managed by the members 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 names and addresses of the members of the company are

NAME

ADDRESS

RAFAEL PEREZ

27944 S.W. 136TH PLACE,  
NARANJA, FLORIDA 33032

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 27944 S.W. 136TH PLACE, NARANJA, FLORIDA 33032, Florida, on 15TH OF JULY, 2004.

  
\_\_\_\_\_  
RAFAEL PEREZ Registered Agent

Sworn to and subscribed before me on 15TH JULY, 2004, by RAFAEL PEREZ, who produced identification. Type of identification produced: FLORIDA DRIVERS LICENCE.

\_\_\_\_\_  
Notary Public -- State of  
Florida

(Seal)

NOTARY PUBLIC  
STATE OF FLORIDA

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**COMMENTS CONCERNING FORM 11.01**

The articles of organization must contain the following information:

1. The name of the LLC, *FS* 608.407(1)(a), which must end with the words "limited liability company" or the abbreviation "LC" or "LLC," (with or without the use of periods) *FS* 608.406(1). The failure to include these words or one of the abbreviations "shall render any person who participates in the omission, or knowingly acquiesces in it, liable for any indebtedness, damage, or liability occasioned by the omission." *FS* 608.406(5). This is one of the ways in which the limited liability of the members of an LLC may be lost. Therefore, great care must be taken to include the appropriate words or abbreviation in the company name and to instruct the client always to use the required words or abbreviation when using the company name. The name cannot contain language "stating or implying" that the company is organized for a purpose other than that permitted by its articles of organization, *FS* 608.406(2), or that the company is connected with a state or federal government agency or corporation chartered under the laws of the United States, *FS* 608.406(3). Finally, the name must be distinguishable from the names of other entities or filings (except fictitious names) in the records of the Division of Corporations of the Department of State. *FS* 608.407(4).

A foreign LLC may register its name by delivering an application for registration of its name to the Department of State. *FS* 608.4062(1)-(2). The application must set forth the company name, the state or country and date of its organization, and a brief description of the nature of its business. *FS* 608.4062(2)(a). A certificate of existence and a certificate of good standing (or a document of similar significance) must accompany the application. *FS* 608.4062(2)(b).

A foreign LLC must satisfy the foregoing requirements to be entitled to file an application for a certificate of authority. *FS* 608.506(1). See also *FS* 608.501. If the requirements are not met, the company may use a fictitious name if it delivers to the

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department for filing a copy of the consent of its managing members or managers, adopting the fictitious name. *FS* 608.506(1). The fictitious name must satisfy the requirements of *FS* 608.406. See *FS* 608.506(2).

The name is registered for the applicant's exclusive use on the effective date of the application and is valid until the close of the calendar year in which the application for registration is filed. *FS* 608.4062(3). The registration may be renewed from year to year by filing a renewal application between October 1 and December 31 of the year preceding the renewal year. *FS* 608.4062(4).

2. The period of duration for the LLC, which may be indefinite, and is effective from the date of filing of the articles of organization with the Department of State or another date if specified. *FS* 608.407(1)(b), 608.409(1).
3. The mailing address and street address of the company's principal office. *FS* 608.407(1)(c). It should be noted that the company's "principal office" may be different from its registered office and need not be in Florida.
4. The name and street address of the company's initial registered agent in Florida. *FS* 608.407(1)(d). Like corporate articles of incorporation, the articles of organization of an LLC must be accompanied by a written consent of the registered agent accepting the appointment and stating that the agent is familiar with and accepts the obligations of the position. *FS* 608.407(1)(d), 608.415(2). Compare *FS* 607.0501(3).
5. If granted, the right of the members to admit additional members and the terms and conditions of admission. *FS* 608.407(1)(e). This right is subject to the limitation on transferability of a member's interest. *FS* 608.432.
6. If granted, the right of the remaining members of the company to continue the business on the death, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the LLC. *FS* 608.407(1)(f).

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7. If the LLC is to be managed by a manager or managers, a statement to that effect and the names and addresses of the persons who are to serve as managers until the first annual meeting of members or until successor managers are elected and qualify. *FS* 608.407(1)(g)1. If the management of the company is to be reserved to the members, a statement to that effect and the names and addresses of the managing members must be included in the articles. *FS* 608.407(1)(g)2.
8. Any other matters the members decide to include. *FS* 608.407(1)(h).

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DEPARTMENT OF REVENUE

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