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TALLAHASSEE, FLORIDA

J. BRAMAN FEB - 2 2005

LAW OFFICES  
**RYAN & RYAN, LLC**  
THIRD FLOOR  
700 EAST DANIA BEACH BOULEVARD  
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III  
TIMOTHY M. RYAN  
CHRISTOPHER J. RYAN\*  
MARK C. ELIA  
*\*Board Certified City,  
County and Local  
Government Lawyer*

TELEPHONE (954) 920-2921  
FACSIMILE (954) 921-1247

January 21, 2005

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: RAP Brokers, LLC  
Our File Number : 19459D

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TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original Articles of Organization and Statement Designating Registered Agent for the above-named limited liability corporation which we request you file in your official file, along with a copy of the Articles of Organization and Statement Designating Registered Agent which we request you certify and return to us.

Also enclosed please find our trust account check payable to the Florida Department of State in the sum of \$160.00, to cover the following items:

Filing Fees	\$ 125.00
Certified Copy	30.00
Certificate of Status	5.00
Total:	<u>\$ 160.00</u>

Thank you for your assistance in this matter.

Very truly yours,

  
TIMOTHY M. RYAN

TMR/rl  
Encl.

**ARTICLES OF ORGANIZATION  
OF  
RAP BROKERS, LLC**

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 this limited liability company.

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be RAP BROKERS, LLC, and its principal office shall be located at 9233 S.W. 8<sup>th</sup> Street, #110, in the City of Boca Raton, County of Palm Beach, State of Florida 33428, 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 nature of the business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To carry on any and all legal business including, but not limited to dealing in treasury securities; 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.
2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or

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corporation carrying on any kind of business of a 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.

3. 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 administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

4. 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.

5. 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 the

statement of the general nature of the business 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** **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 unanimous written consent of all members. 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 the consent of the remaining members holding a majority in interest in the limited liability company.

#### **ARTICLE V** **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the one member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interest.

#### **ARTICLE VI** **PROFITS AND LOSSES**

1. 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 the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits as determined by the distribution plans adopted by the members from time to time. The distributive share of the profits shall be determined and paid to the members on an annual basis and additional distributive shares of the profits may be made by unanimous consent of the members.

2. 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 equal shares.

#### **ARTICLE VII** **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or

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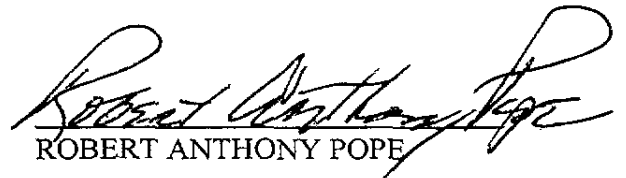
as provided in the regulations adopted by the members.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9233 S.W. 8<sup>th</sup> Street, #110, Boca Raton, City of Boca Raton, County of Palm Beach, State of Florida 33428, and the name of the company's initial registered agent at that address is ROBERT ANTHONY POPE.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles for Organization of RAP BROKERS, LLC.

Executed by the undersigned at Dania Beach, Florida, this 24<sup>th</sup> day of January, 2005.

  
ROBERT ANTHONY POPE

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STATEMENT DESIGNATING REGISTERED  
AGENT AND OFFICE

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DIV. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

State of Florida )  
)SS:  
County of Broward )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

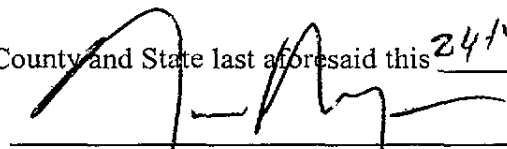
1. The name of the limited liability company is RAP BROKERS, LLC.
2. The name of the registered agent for RAP BROKERS, LLC is ROBERT ANTHONY POPE and the street address of the company's principal office where the agent is located is 9233 S.W. 8<sup>th</sup> Street, #110, City of Boca Raton, County of Palm Beach, State of Florida 33428.
3. This statement is to acknowledge that, as indicated above, RAP BROKERS, LLC has appointed me, ROBERT ANTHONY POPE, as its registered agent to accept service of process for the company at the place designed above in this certificate.
4. I accept this 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.

DATED this 24<sup>th</sup> day of January, 2005.

  
ROBERT ANTHONY POPE, Registered Agent

The foregoing instrument was acknowledged and subscribed before me, an officer duly qualified to administer oaths and take acknowledgments, by ROBERT ANTHONY POPE, as registered agent on behalf of RAP BROKERS, LLC, a limited liability company, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of January, 2005.

  
Notary Public, State of Florida

My Commission Expires:

Printed Name: TIMOTHY M. RYAN



Timothy M. Ryan  
MY COMMISSION # 00052282 EXPIRES  
September 28, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.