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SECRETARY OF STATE



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**REILLY INTERNATIONAL LAW FIRM, P.A. FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Andrew R. Reilly**  
Admitted to practice in Florida.

**Fred Reilly**  
Admitted to practice in California,  
Florida and as an English Solicitor.

May 8, 2005

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Organization - Rodeo Partners LLC

Dear Sir/Madame,

Enclosed for filing are the following:

1. Two (2) copies of the Articles of Organization of Rodeo Partners LLC.
2. One (1) Certificate of Registered Agent/Registered Office.

Upon filing the Articles of Organization, please furnish me a certified copy of the Articles. Also enclosed are a stamped return envelope and our firm check in the amount of \$155.00 to cover the following fees:

1. Filing Fee for Articles.	\$100.00
2. Filing Fee for Registered Agent Designation.	\$ 25.00
3. Certified copy Fee for Articles.	<u>\$ 30.00</u>
Total	\$155.00

Best regards,

  
Fred Reilly  
FR/mpj

**ARTICLES OF ORGANIZATION  
OF  
RODEO PARTNERS LLC**

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TALLAHASSEE, FLORIDA

The undersigned acting as the organizer of Rodeo Partners LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

**ARTICLE I – Name:**

The name of the limited liability company is Rodeo Partners LLC (the “Company”).

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the limited liability company is 95 South Tenth Street Haines City, FL 33844.

**ARTICLE III – Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV – Management:**

The Company is to be managed by a Manager or Managers appointed in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE V – Admission of Additional Members:**

The Company shall admit new Members only upon the unanimous consent of all then existing Members of the Company.

**ARTICLE VI – Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

**ARTICLE VII – Initial Registered Agent and Office:**

The initial registered agent for the Company shall be Fred Reilly and the street address of the Company’s initial registered office is 95 South Tenth Street, Haines City, FL 33844.

**ARTICLE VIII – Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA

**ARTICLE IX – Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE X – Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of this 8<sup>th</sup> day of May, 2005.

  
\_\_\_\_\_  
Fred Reilly, Authorized Representative