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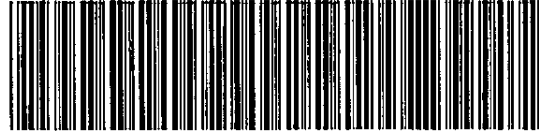
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LAW OFFICES  
**FELDMAN & SCHNEIDERMAN, P.L.**

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BOCA RATON, FLORIDA 33432-5809  
TEL: (561) 392-4400 FAX: (561) 392-1521  
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JOEL H. FELDMAN  
AUDREY B. SCHNEIDERMAN

MERIDETH WATSON  
CERTIFIED LEGAL ASSISTANT

November 23, 2005

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **G&R Holdings, LLC**

Dear Clerk:

Enclosed please find check # \_\_\_\_\_ in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization, Statement Designating Registered Agent and Office, and Affidavit of Membership and Contributions.

Please forward acknowledgment of filing to this office.

Very truly yours,



Merideth Watson  
Certified Legal Assistant

MW/pi  
Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## **ARTICLES OF ORGANIZATION OF G&R HOLDINGS, 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 professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

### **ARTICLE ONE**

#### **NAME; PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS OF BUSINESS**

The name of the limited liability company shall be G&R HOLDINGS, LLC with its principal office at 4131 N. Federal Highway, Boca Raton, Palm Beach County, FL 33431, but it shall have authority to establish such other offices at any other locations as its members may designate. The mailing address of the limited liability company shall be 4131 N. Federal Highway, Boca Raton, FL 33431.

### **ARTICLE TWO**

#### **POWERS AND PURPOSES**

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies, including, but not limited to real estate investment. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

### **ARTICLE THREE**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds (2/3) of the members of the company.

### **ARTICLE FOUR**

#### **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are:

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**KAREN GARY KHACHATRIAN**

**4131 N. Federal Highway  
Boca Raton, FL 33431**

**ROGER COBBS**

**4131 N. Federal Highway  
Boca Raton, FL 33431**

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

**ARTICLE FIVE**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by a vote of two-thirds (2/3) of the members. Contributions 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 the written consent of two-thirds (2/3) of the members.

On 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 two-thirds (2/3) of the remaining members.

**ARTICLE SIX**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by two-thirds (2/3) of the members. All members shall make equal contributions to the company.

**ARTICLE SEVEN**  
**PROFITS AND LOSSES**

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the

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profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being December 1, 2005.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE EIGHT**  
**DURATION**

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE NINE**  
**INITIAL REGISTERED OFFICE AND**  
**INITIAL REGISTER AGENT**

The address of the initial registered office of the limited liability company is 4131 N. Federal Highway, Palm Beach County, Boca Raton, FL 33431. The name of the initial registered agent at that address is Gary Khachatrian.

**THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF BLUE SKY, L.L.C.**

**EXECUTED** by the undersigned at Boca Raton, Florida this 23<sup>rd</sup> day of November, 2005.

  
\_\_\_\_\_  
KAREN GARY KHACHATRIAN

  
\_\_\_\_\_  
ROGER COBBS

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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

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PALM BEACH

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

The name of the limited liability company is **G&R HOLDINGS, LLC**.

The name of the registered agent for G&R HOLDINGS, LLC is **KAREN GARY KHACHATRIAN**, located at 4131 N. Federal Highway, Boca Raton, FL 33431 and the street address of the company's principal office is located at 4131 N. Federal Highway, Boca Raton, FL 33431.

This statement is to acknowledge that, as indicated above, G&R HOLDINGS, LLC has appointed me, KAREN GARY KHACHATRIAN, as its registered agent to accept service of process for the company at the place designated above. 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 complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**DATED** this 25<sup>th</sup> day of November, 2005.

  
KAREN GARY KHACHATRIAN

The foregoing instrument was acknowledged by me this 23<sup>rd</sup> day of November, 2005 by KAREN GARY KHACHATRIAN, agent of and for G&R HOLDINGS, LLC, a limited liability company, who is personally known to me or who produced Dr. S. K. K. K. as identification.

  
NOTARY PUBLIC



Joel H. Feldman  
My Commission 00257213  
Expires February 06, 2008