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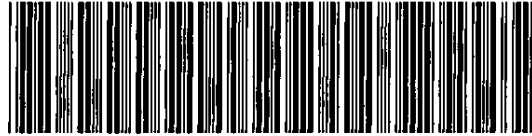
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Tuscaloosa, Alabama 35401

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LETTER OF TRANSMITTAL

Date:	July 7, 2006	File No. 6150.1127487
Attention:	Registration Section	
Re:	FRP, LLC	

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

We are sending you ☒ Attached ☐ Under separate cover via _____ the following items:

Copies	Description
2	Articles of Organization of FRP, LLC
1	Check in the Amount of \$125.00
1	Return FedEx Envelope

These are transmitted as checked below:

- | | | |
|---|---|---|
| <input type="checkbox"/> For approval | <input type="checkbox"/> Approved as submitted | <input type="checkbox"/> Resubmit for approval |
| <input type="checkbox"/> For your use | <input type="checkbox"/> Approved as noted | <input type="checkbox"/> for distribution |
| <input type="checkbox"/> As requested | <input type="checkbox"/> Returned for corrections | <input type="checkbox"/> for review and comment |
| <input checked="" type="checkbox"/> For Recording | | |

REMARKS: Please return the recorded articles in the enclosed FedEx envelope.

Should you have any questions, please do not hesitate to call me at (205)345-5100.

SIGNED: _____

Amanda Pool
Amanda Pool

Legal Assistant to Robert S. Plott

If enclosures are not as noted, kindly notify us at once. Thank you
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ARTICLES OF ORGANIZATION

OF

FRP, LLC

The undersigned one or more persons hereby form a Limited Liability Company under the Florida Limited Liability Company Act (the "Act") and hereby adopt the following Articles of Organization:

1. **Name.** The name of the Company is FRP, LLC

2. **Duration.** The existence of the Company shall be perpetual.

3. **Purpose.** The primary purpose for which this Company is to acquire, sell, lease, improve and develop real property. In addition, this Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, as such laws may provide from time to time and in the future.

4. **Principal Office.** The mailing and street address of the principal office of the Company shall be as follows:

Street Address:

10880 Metro Parkway
Suite 1
Ft. Myers, Florida 33912

Mailing Address:

10880 Metro Parkway
Suite 1
Ft. Myers, Florida 33912

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5. **Registered Agent and Office.** The street address of the Company's initial registered office, and the name of its initial registered agent at such address are as follows:

Street Address:

10880 Metro Parkway
Suite I
Ft. Myers, Florida 33912

Name of Initial Registered Agent:

Southeast Hospice Equipment Company, Inc. ✓

5. **Initial Members.** The names and mailing addresses of the initial Members are as follows:

<u>Name</u>	<u>Address</u>
Fred Morgan	10880 Metro Parkway Suite I Ft. Myers, Florida 33912
Polly Morgan	1620 Alaca Place Tuscaloosa, Alabama 35403
Robin Morgan	1620 Alaca Place Tuscaloosa, Alabama 35403

6. **Admission of Additional Members.** Additional members may be admitted in accordance with the terms of the Company's operating agreement, if any. If the Company does not have an operating agreement, additional members may be admitted with the unanimous written consent of the Members.

7. **Continuation Upon Withdrawal of Member.** The business and affairs of the Company shall continue upon the cessation of membership of a Member, as defined in the Operating Agreement, so long as there is at least one (1) remaining Member; or where there are no remaining Members, so long as the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the

cessation of membership of the last Member, to continue the legal existence of the Company and to appoint one or more new Members.

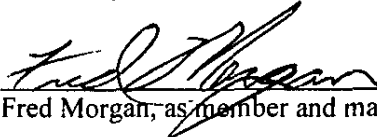
8. **Liabilities of Members.** Members of the Company are not liable under any judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Company.

9. **Management.** The business of the Company shall be managed by a manager. The initial manager of the Company shall be Fred Morgan whose address is 10880 Metro Parkway, Ft. Myers, Florida, 33912.

(Signature Page Follows)

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization
on this ____ day of July, 2006.


Fred Morgan, as member and manager

STATE OF ALABAMA

COUNTY OF TUSCALOOSA

The foregoing instrument was acknowledged before me this 07th day of July, 2006, by Fred Morgan ,
who is personally known to me.



Notary Public

Printed Name: Amanda M. Pool

My Commission Expires:

09/23/09

Commission # _____

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TALLAHASSEE, FLORIDA

Acceptance of Appointment as Registered Agent

By execution below, Southeast Hospice Equipment Company, Inc. does hereby accept its appointment as registered agent for FRP, LLC. Southeast Hospice Equipment Company, Inc. is familiar with and accepts the obligations of its position as registered agent of said company including, without limitation, those obligations described in the Florida Limited Liability Company Act.

Southeast Hospice Equipment Company, Inc.

By: _____

Its: President

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