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J. BRYAN

APR 28 2008

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: RFS General Partner, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas O. Wells, Esq.

(Name of Person)

Thomas O. Wells, P.A.

(Firm/Company)

540 Biltmore Way

(Address)

Coral Gables, FL 33134

(City/State and Zip Code)

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For further information concerning this matter, please call:

Thomas O. Wells, Esq. at ( 305 ) 444-0016  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION  
of  
RFS GENERAL PARTNER, LLC**

The undersigned member hereby forms a limited liability company under the laws of the  
State of Florida.

**ARTICLE I.  
COMPANY NAME**

The name of the limited liability company is:

**RFS GENERAL PARTNER, LLC**

**ARTICLE II.  
COMMENCEMENT AND TERM OF EXISTENCE**

This limited liability company shall have a perpetual existence.

**ARTICLE III.  
MAILING ADDRESS OF COMPANY**

The mailing address of this limited liability company is:

139 Graham Street S.E.  
Port Charlotte, Florida 33952

**ARTICLE IV.  
STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

139 Graham Street S.E.  
Port Charlotte, Florida 33952

**ARTICLE V.  
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the  
State of Florida shall be:

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Thomas O. Wells, P.A.  
540 Biltmore Way  
Coral Gables, Florida 33134

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**ARTICLE VI.  
MEMBERS**

The members shall be entitled to admit additional members in accordance with the Operating Agreement. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with the Articles of Organization and Operating Agreement of the Company then in existence.

**ARTICLE VII.  
DISSOLUTION OF COMPANY**

Notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not dissolve except as otherwise provided in the Operating Agreement.

**ARTICLE VIII.  
MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth in the Company's Operating Agreement. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified.

**ARTICLE IX.  
RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 23 day of April, 2008.

**INITIAL MEMBERS:**

**The Raymond J. Smith 2008 Revocable Trust**  
dated April 23, 2008

By: \_\_\_\_\_

Raymond J. Smith, its trustee

**The Frances P. Smith 2008 Revocable Trust**,  
dated April 23, 2008

By: \_\_\_\_\_

Frances P. Smith, its trustee

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**ACCEPTANCE AS REGISTERED AGENT:**

The undersigned hereby accepts the appointment as registered agent of **THOMAS O. WELLS, P.A.**, a Florida corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 608, Florida Statutes.

**REGISTERED AGENT:**  
**THOMAS O. WELLS, P.A.**

Date: April 23, 2008

By: \_\_\_\_\_

Thomas O. Wells, Esq., President