

L08000042538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500123863275

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:02

04/28/08--01035--008 \*\*155.00

J. BRYAN

APR 29 2008

EXAMINER

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

RIVELLI INVESTMENTS, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

6000 Royal Marco Way - PHL  
Marco Island, FL 34145

**Mailing Address:**

6000 Royal Marco Way - PHL  
Marco Island, FL 34145

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Patrick A. Rivelli, Sr.

Name

6000 Royal Marco Way - PHL

Florida street address (P.O. Box **NOT** acceptable)

Marco Island, FL 34145

City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S..*

Patrick A. Rivelli, Sr.  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:02

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGR

Patrick A. Rivelli, Sr.  
6000 Royal Marco Way - PHL  
Marco Island, FL 34145

MGR

Yvonne Duval Rivelli  
6000 Royal Marco Way - PHL  
Marco Island, FL 34145

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**REQUIRED SIGNATURE:**

Patrick A. Rivelli, Sr.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PATRICK A. RIVELLI SR.

Typed or printed name of signee

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation  
of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:02

2.04. **Suits or Proceedings of Surviving LLC.** There are no suits or proceedings pending against or by the Surviving LLC.

### ARTICLE III

#### WARRANTIES

3.01. **Compliance with Company Agreements.** Each party to this merger warrants that its Members have complied with their obligations under their respective LLC company agreements, including the obligations for contribution of capital.

3.02. **Disclosure of Financial and Business Condition.** Each party to this merger warrants that it has made full and accurate disclosure of its financial and business condition, and that it has delivered documentation fairly reflecting its financial and business condition to the other party.

3.03. **Filings.** Each party to this merger warrants that it has complied with all governmental filings, including the filing of required tax returns, and has paid all taxes or other governmental fees that it is required to pay.

3.04. **No Undisclosed Liabilities or Obligations.** Each party to this merger warrants that it knows of no other liabilities or obligations to which it is subject, including potential litigation, other than those that have been fully disclosed.

### ARTICLE IV

#### ALLOCATIONS OF ASSETS AND LIABILITIES

Except as otherwise provided in this Article, When this Plan of Merger becomes effective, the existence of the Disappearing LLC as a distinct entity shall cease. At that time, the Surviving LLC shall succeed, without other transfer, to all of the rights and property of the Disappearing LLC. The Surviving LLC shall be subject to all the debts and liabilities of the Disappearing LLC in the same manner as if the Surviving LLC had itself incurred the debts and liabilities. All rights of creditors and all liens and encumbrances on the property of the Disappearing LLC shall remain in force with respect to property affected by such liens and encumbrances immediately prior to the merger.

### ARTICLE V

#### CONVERSION OF MEMBER INTERESTS

5.01. **Conversion.** The Members of the Disappearing LLC shall surrender their interests for interests in the Surviving LLC as set forth in this agreement.

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:02

5.02. **Conversion of Member In Disappearing LLC.** The Members of the Disappearing LLC shall have the following interests in the Surviving LLC:

Name	Percentage	Status
RIVELLI INVESTMENT TRUST	52%	Member
PATRICK A. RIVELLI, SR.	24%	Member
YVONNE DUVALL RIVELLI	24%	Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:02

## ARTICLE VI

### AUTHORIZATION AND APPROVAL

6.01. **Authorization of Plan of Merger.** This merger is authorized by the constituent documents of each of the parties to this merger and by the laws of Florida.

6.02. **Approval of Plan of Merger.** This Plan of Merger shall be submitted separately to each limited partnership for approval in according with each partnership's organizational documents and the laws of the Florida.

## ARTICLE VII

### IMPLEMENTATION AND FILING

7.01. **Certificate of Merger.** Once this Plan of Merger is approved, a Certificate of Merger will be prepared, executed and with the Secretary of State.

7.02. **Effective Date.** The effective date of this merger will be the date when the Certificate of Merger is issued by the Secretary of State.

## ARTICLE VIII

### ENFORCEMENT AND INTERPRETATION


8.01. **Execution of Documents.** The Disappearing LLC agrees that, when requested by the Surviving LLC or by its successors or assignees, it will execute and deliver any deeds or other instruments necessary to consummate this Plan of Merger. The Disappearing LLC further agrees to take any further actions, assignments, or assurances that may be necessary to vest, perfect, and confirm title in the Surviving LLC of all the property, rights, privileges, and powers referred to in this Plan.

8.02. **Entire Agreement.** This instrument and its exhibits contain the entire Plan of Merger agreed to by the parties.

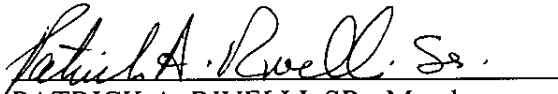
8.03. **Construction.** The validity, interpretation, and performance of this Plan of Merger shall be controlled and construed under the laws of Florida.

RIVELLI INVESTMENT TRUST, Member

Dated: March 11, 2008

  
Patrick A. Rivelli, Sr., Trustee

Dated: March 11, 2008

  
PATRICK A. RIVELLI, SR., Member

Dated: March 13, 2008

  
YVONNE DUVALL RIVELLI, Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 28 AM 9:03