

L08000066638

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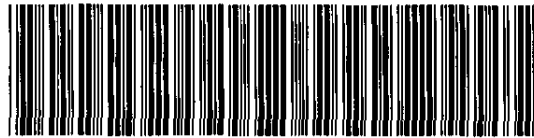
(Business Entity Name)

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EXAMINER

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rosewood Development  
Company LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☒ Photo Copy Photocopy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

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Requested by:

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FILE DATE

July 7, 2008

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: ROSEWOOD DEVELOPMENT COMPANY, L.L.C.  
Ref. Number: W08000032123

We have received your document for ROSEWOOD DEVELOPMENT COMPANY, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$125.00 payment.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 208A00039984

RE-SUBMIT  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

ARTICLES OF ORGANIZATION OF ROSEWOOD DEVELOPMENT COMPANY of North West Florida, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purposes of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit. We further declare that the following articles shall be the charter and authority of the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be ROSEWOOD DEVELOPMENT COMPANY, of North West Florida, L.L.C. and its principal place of business shall be at 145 Dunker Place, Santa Rosa Beach, FL 32459, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

be as follows:

1. To engage in the business of real estate investment;
2. To engage in any other activity or business authorized under the Florida Statutes.

### ARTICLE III

#### MEMBERS, MEMBERSHIP INTERESTS AND CAPITAL CONTRIBUTIONS

The members, membership interests and capital contributions shall be, as follows:

<u>Member</u>	<u>Membership Interests</u>	<u>Capital Contributions</u>
Richard N. Ousley	50	\$100.00
Judith C. Ousley	50	\$100.00

Additional contributions may be made as required, as determined by a fifty one percent (51%) vote of membership interests.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributed share of the profits specified in accordance with the percentage of

membership interests that each member owns related to the total membership interests outstanding.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in accordance with the percentage of membership interests that each member owns related to the total membership interests outstanding.

#### ARTICLE V

##### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article (and the regulations of the limited liability company) may be amended from time to time by a fifty-one percent (51%) vote of the membership interests of the limited liability company.

#### ARTICLE VI

##### DURATION

This limited liability company shall exist until twenty (20) years from the date of filing these articles with the Department of State, or until dissolved in a manner provided by law, or provided

in the regulations adopted by the members.

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of the this limited liability company shall be 145 Bunker Place, Santa Rosa Beach, Florida, 32459.

## ARTICLE VIII

### MANAGEMENT

A. This limited liability company shall be managed by a managing member, who shall be elected by a fifty-one percent (51%) vote of the members:

B. The name and address of the initial member, who shall serve as manager until the first annual meeting of members, or until his successor is elected and qualifies, is as follows:  
Richard N. Ousley, 145 Bunker Place, Santa Rosa Beach, FL 32459

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 225 Main Street, Suite 7-D, Destin, Florida 32541, County of Okaloosa, State of Florida, and the name of its initial registered agent at such address is David A. Owen.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

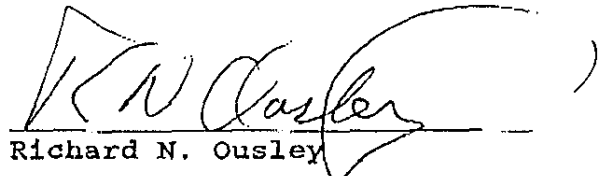
Members shall have the right to admit new members by a fifty-one percent (51%) vote of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided for in the Company's Operating Agreement.

Upon the 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 upon a fifty-one percent (51%) vote of the remaining members.

The undersigned being an original member of the limited liability company, hereby certifies that the foregoing constitute the Articles of Organization of Rosewood Development Company, L.L.C.

Executed by the undersigned on the 5<sup>th</sup> day of July, 2008.

  
Richard N. Ousley



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5th day of July, 2008.

  
\_\_\_\_\_  
David A. Owen