

# 2. 2014 JUL 11 37AM GASSMAN LAW ASSOCIATES P.A. NO 4416 P.P. 1 of 2  
# 08000107062

Florida Department of State  
Division of Corporations  
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
ROSE BROTHERS HOLDINGS, LLC

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GASSMAN LAW ASSOCIATES P. A.

NO. 4416 P. 2

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**ROSE BROTHERS HOLDINGS, LLC**

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

**FILED**  
2014 JUL -2 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on NOVEMBER 18, 2008 and assigned Florida document number L08000107062.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

City, Florida Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

**If Changing Registered Agent, Signature of New Registered Agent**

**If amending the Managers or Authorized Member on our records, enter the title, name, and address of each Manager or Authorized Member being added or removed from our records:**

**MGR = Manager**

**AMBR = Authorized Member**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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GASSMAN LAW ASSOCIATES P. A.

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D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

**SEE ATTACHED - NEW ARTICLE V**

E. Effective date, if other than the date of filing: \_\_\_\_\_ (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

Dated July 1, 2014



Signature of a member or authorized representative of a member

**ALAN S. GASSMAN, as Authorized Representative**

Typed or printed name of signer

**ARTICLE V - Other provisions, if any.****Written Operating Agreement**

Any operating agreement entered into by the Members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relations of its Members, including without limitation, the amendment of these Articles. No oral agreement among any of the Members or Managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

**Voting and Non-Voting Membership Interests**

The Company shall consist of one percent (1%) of the ownership interests having voting Membership rights and ninety-nine percent (99%) of the ownership interests having non-voting Membership rights. The holders of the one percent (1%) voting Membership Units shall have a fiduciary duty to vote their Membership Interests based upon the same standard which applies to General Partners of a Limited Partnership in the State of Florida. The non-voting Members shall have rights as provided under the Florida Statutes, and as would apply to the Limited Partners of a Florida Limited Partnership. The Members may designate by written agreement and/or certificate of ownership whether Membership Interests that they are acquiring are voting or non-voting, but if not specifically designated, any issued Member Interests shall be considered to be non-voting.