

# L11000011021

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H11000021468 3)))



H110000214683ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Ana M. Sanz

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP  
Account Number : I20070000136  
Phone : (305) 779-3564  
Fax Number : (305) 779-3561

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: asanz@arhmf.com

2011 JAN 26 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**FLORIDA LIMITED LIABILITY CO.  
St Lucie REPH III LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED  
11 JAN 26 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

JAN 27 2011

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

FAX AUDIT # H11000021468 3

**ARTICLES OF ORGANIZATION  
OF  
ST LUCIE REPH III, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is ST LUCIE REPH III, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 300  
Miami, FL 33126

The mailing address of the Company is:

780 N.W. 42<sup>nd</sup> Avenue  
Suite 300  
Miami, FL 33126

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

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

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE IV  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

2011 JAN 26 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FAX AUDIT #H11000021468 3

**ARTICLE V**  
**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Managing Member. The Managing Member shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Managing Member shall serve in such capacity until its successor is duly elected and qualified.

The name and address of the initial Managing Member are as follows:

<u>Title:</u>	<u>Name and Address:</u>
Managing Member	REPH Management Inc. 780 N.W. 42nd Avenue Suite 300 Miami, FL 33126

**ARTICLE VI**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

**ARTICLE VII**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity of business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII**  
**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Articles of Organization as of the 26th day of January, 2011.



Erik A. Muelle  
Duly Authorized Representative of a Member

FILED  
2011 JAN 26 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT #H11000021468 3

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ST LUCIE REPH III, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 26th day of January, 2011.

INTERAMERICAN CORPORATE SERVICES LLC

By:   
Asnardo Garro, Manager

2011 JAN 26 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA