

9-Nov-2011 12:55

866387

866387

22

p.

Division of Corporations

Page 1 of

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.

((H11000267494 3)))



H110002674943ABC1

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:

Account Name : RE-MMAP INC
Account Number : I20110000080
Phone : (561) 623-0241
Fax Number : (561) 953-0089

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

Email Address: INFO@RE-MMAP.COM

RECEIVED

11 NOV -9 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO.
ASSISTED LIVING & HEALTH SERVICES LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 NOV -9 PM 5:08

FILED

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

Help

NOV 10 2011

EXAMINER

11110002674943

Assisted Living & Health Services LLC.

ARTICLES OF ORGANIZATION OF ASSISTED LIVING & HEALTH SERVICES LLC

FILED
11 NOV - 9 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

9-Nov-2011 12:54
1. **Name.** The name of the limited liability company shall be LIVING & HEALTH SERVICES LLC. (hereinafter referred to as the "Company").

2. **Address.** The Principal place of business of the Company in Florida shall be 4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415.

3. **Effective Date:** These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

4. **Duration:** The Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization or the provisions of the Company's Operating Agreement.

5. **Purpose and Powers.** The character and purposes of the Company and its business are (1) Educational & Consulting Services for Health Care Facilities and Providers (2) Real Estate Management Services; (3) to engage in any lawful act or activity for which companies may be organized under the laws of the State of Florida; (4) to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same is consistent with the laws of the State of Florida.

11110002674943

RE-MMAP INC.
4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415
561-623-0241 (T) 561-953-0089 (F)

III10002674943

2

Assisted Living & Health Services LLC.

6. **Registered Office and Agent.** The initial address of the registered office of this Company is RE-MMAP INC., at 4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415. The name and address of the registered agent of this Company is RE-MMAP INC., 4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415.

7. **Members.** New Members may be added to the Company only with the unanimous consent of all the existing Members. A Member may sell or assign an interest in the Company as set forth in the Operating Agreement of the Company; the purchaser or assignee is entitled to all of the financial rights of the selling or assigning Member of the Company. The purchaser or assignee is not permitted to participate in the management and affairs of the Company without the unanimous written consent of the non-selling Members. The Organizing Members of the Company and their addresses are as follows:

Keith Gibson	David Hadley
4500 Belvedere Rd., Suite A-3	4500 Belvedere Rd., Suite A-3
West Palm Beach, Florida 33415	West Palm Beach, Florida 33415

As provided in the Company's Operating Agreement, certain powers are vested solely in the Members, acting unanimously, and in the event all Managers resign or are removed from office as provided in the Company's Operating Agreement, the business of the Company shall be under the exclusive management of the Members, acting unanimously.

8. **Continuation of Business.** The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

9. **Management.** The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such managers who are to serve as managers are:

Operating Manager: Keith Gibson (MGRM)

Vice Operating Manager: David Hadley (MGRM)

10. **Tax Treatment.** The Members intend that this company will for federal tax purposes be treated as a PARTNERSHIP.
11. **Indemnification.** The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an

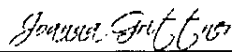
H110002674943

4

Assisted Living & Health Services LLC.

individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to the indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at West Palm Beach, Florida for the foregoing uses and purposes, this November 9, 2011.



Joanna Griltner, Authorized Representative of the
Members

RE-MMAP INC.

H110002674943

4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415
561-623-0241 (T) 561-953-0089 (F)

H110002674943

5

Assisted Living & Health Services LLC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Re-mmap Inc., having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes and other applicable Florida Statutes.

RE-MMAP INC.

By: Hubert McIntosh
Hubert McIntosh, Manager

RE-MMAP INC.

H110002674943

4500 Belvedere Rd., Suite A-3, West Palm Beach, Florida 33415
561-623-0241 (T) 561-953-0089 (F)