

**L12000089185**

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(Requestor's Name)

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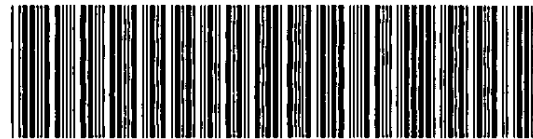
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(Business Entity Name)

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(Document Number)

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**S Warren**  
**DEC 22 2016**

**THE ZHAO LAW FIRM PLLC**

7100 Lake Ellenor Dr.

Orlando, FL 32809

(407) 376-8772

**TO:** Amendment Section  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** **R&L STATE MANAGEMENT LLC (L12000089185)**  
Name of Limited Liability Company & Florida Document Number

The enclosed Amended and Restated Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following legal counsel for the company:

Zhan Zhao, Esq.  
The Zhao Law Firm PLLC  
7100 Lake Ellenor Dr.  
Orlando, FL 32809

For further information concerning this matter, please call:

Zhan Zhao, Esq.  
(407) 376 8772

Enclosed is a check for: \$55 for Filing Fee & Certified Copy

Additional copy for certification is enclosed.

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF**

**R & L STATE MANAGEMENT LLC**

**(A FLORIDA LIMITED LIABILITY COMPANY)**

**ARTICLE 1            Name**

The name of the Limited Liability Company is R AND L STATE MANAGEMENT LLC  
(the “**Company**”) and the assigned Florida document number is L12000089185.

**ARTICLE 2            Address**

The street address of the Company’s principal office is 6063 Strada Isle Way, Orlando,  
FL 32835.

The mailing address of the Company is 6063 Strada Isle Way, Orlando, FL 32835.

**ARTICLE 3            Registered Agent**

The name and contact information of the Company’s registered agent is:

Name (*last, first*):                     SOH, ROBERT POH ANN                      
Address:                     6063 Strada Isle Way, Orlando, FL 32835                    

Email (*for annual report notification*): posh\_design@yahoo.co.uk

The above named registered agent has signed these Amended and Restated Articles of  
Organization on page 7 hereof.

**ARTICLE 4            Purpose**

The Company is organized to conduct any and all lawful business.

**ARTICLE 5            Management by Manager**

Pursuant to §605.0407 Fla. Stat. (2013) (*Florida Statutes 2013, The Florida Revised  
Limited Liability Company Act, Title XXXVI, Chapter 605, Section 0407*), the Company  
shall be manager-managed by the following person (the “**Manager**” or “**MGR**”):

Name (*last, first*):                     SOH, ROBERT POH ANN                      
Address:                     6063 Strada Isle Way, Orlando, FL 32835                    

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The above named Manager (MGR) has signed these Amended and Restated Articles of Organization on page 7 hereof.

**ARTICLE 6                    Incorporation of Additional Terms and Conditions In Lieu of Operating Agreement**

Pursuant to §605.0201 Fla. Stat. (2013) (*Florida Statutes 2013, The Florida Revised Limited Liability Company Act, Title XXXVI, Chapter 605, Section 0201*), in lieu of a separate Operating Agreement, these Amended and Restated Articles of Organization contain terms and conditions governing the membership and management of the Company. Unless and until the Company files and causes to become effective another filing with the Florida Department of State (Division of Corporations) that expressly replaces these Amended and Restated Articles of Organization in their entirety, these Amended and Restated Articles of Organization shall contain all the terms and conditions that will govern the membership and management of the Company, which terms and conditions shall not be varied, invalidated or contradicted by any other agreement or understanding by and among the Company's members, whether written, oral or otherwise.

**ARTICLE 7                    Members**

(a) The Company's members are:

Name	Identity
ROBERT SOH POH ANN	a citizen of Malaysia, Malaysian identity number ( <i>Kad Pengenalan</i> ): 750113-03-5107
SOH KAI HENG	a citizen of Malaysia, Malaysian identity number: BR54087, and Malaysian child identity number ( <i>Kad Pengenalan Kanak-Kanak</i> ): 060315-10-1805

(b) The above-named members shall **jointly own with the right of survivorship** one hundred percent (100%) of the Company's equity interests.

(c) As of the date of these Amended and Restated Articles of Organization, SOH KAI HENG is a minor under the age of eighteen (18) (the "**Minor Member**"), whose joint legal guardians as authorized by the laws of Malaysia are:

Legal Guardian	Name	Identity
Mother	NG YAN FEE	a citizen of Malaysia, Malaysian identity number ( <i>Kad Pengenalan</i> ): 750313-14-5554
Father	ROBERT SOH POH ANN	a citizen of Malaysia, Malaysian identity number ( <i>Kad Pengenalan</i> ): 750113-03-5107

**ARTICLE 8 Powers and Authority of the Manager**

Manager shall have the following powers and authority with respect to the Company;

- (a) the Manager shall have sole and exclusive authority with respect to the Company's operations and management, and all matters relating to the activities and affairs of the Company shall be decided exclusively by the Manager, including without limitation the acquisition and disposition of any and all of the Company's assets at any time for so long as the Manager shall remain a member of the Company;
- (b) for the avoidance of doubt, the acquisition, sale, transfer and/or any other disposition of any or multiple real estate assets by the Company at any time shall be conclusively deemed to be within the Company's ordinary course of business and no meeting, approval, resolution and/or any other action on the part of the Company's members shall be required in order for the Manager to exercise the authority to conduct such transaction in the name of the Company, *provided that* in the case of a sale, transfer or other disposition of any real estate asset owned by the Company, the monetary consideration received by the Company for the relevant real estate asset shall not be less than twenty percent (20%) of such asset's then-current assessed value for property tax purposes, which assessed value is updated and published periodically by the governmental property appraiser who has competent jurisdiction over the state, county, municipality and/or locality in which the asset is located;
- (c) no action in the name of the Company may be taken without express authorization by the Manager and no instrument, contract or any other document may bind the Company without due execution thereof by the Manager;
- (d) none of the Company's members shall be deemed an agent of the Company for the purpose of its business solely by reason of being a member and none of the Company's members may legally bind the Company solely in his/her capacity as a member; only the Manager may execute and deliver contracts, instruments and other documentation legally binding on the Company; and
- (e) none of the Company's members may initiate, cause or otherwise allow to be committed any interference with the Manager's exercise of his/her authority with respect to the Company's management in any way or form, whether directly or indirectly.

**ARTICLE 9 Robert Soh Poh Ann's Durable Powers of Attorney**

- (a) The durable powers of attorney granted to ROBERT SOH POH ANN in this Article 9 shall not be terminated by any subsequent incapacity of the principal except as provided in Chapter 709, Florida Statutes (2016).

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- (b) Each of the undersigned members of the Company hereby irrevocably appoints ROBERT SOH POH ANN, to the fullest extent permitted by applicable laws, to be such member's true and lawful attorney-in-fact, for such member and in such member's name, place and behalf, and to do and perform all of the following responsibilities and to have all the rights in connection with the following:
- i. to execute and deliver any and all documents that may be required to be executed and delivered by such member in his/her capacity as a member of the Company;
  - ii. to cast any and all votes on any and all proposed resolutions of the Company that may required to be cast by such member; and
  - iii. to do and perform any and all acts as may be required on the part of such member by virtue of such member's membership in the Company.
- (c) NG YAN FEE, in her capacity as legal guardian of the Minor Member, hereby irrevocably appoints ROBERT SOH POH ANN, to the fullest extent permitted by applicable laws, to be her true and lawful attorney-in-fact, for her and in her name, place and behalf, and to do and perform all of the following responsibilities and to have all the rights in connection with the following:
- i. to execute and deliver any and all documents that may be required to be executed and delivered by her in her capacity as legal guardian for the Minor Member;
  - ii. to cast any and all votes on any and all proposed resolutions of the Company that may be required to be cast by her in her capacity as legal guardian of the Minor Member; and
  - iii. to do and perform any and all acts that may be required on the part of her by virtue of her legal guardianship of the Minor Member as a result of the Minor Member's membership in the Company.

**ARTICLE 10 Interim Custodian's Duties and Limited Authority**

- (a) Upon ROBERT SOH POH ANN's death, the Minor Member shall by operation of law become the Company's sole member and manager.
- (b) In the event ROBERT SOH POH ANN predeceases the Minor Member before the Minor Member reaches the age of eighteen (18), the then-existing legal guardian of the Minor Member as authorized by the laws of Malaysia (the "**Interim Custodian**") shall act on the Minor Member's behalf to manage the Company's business and affairs until the Minor Member reaches the age of eighteen (18). To perform such task, the Interim Custodian may further amend the Company's

articles of organization for the *sole* purpose of changing the name and contact information of the Company's registered agent to that of the Interim Custodian; provided that such amendment shall expressly state that the Interim Custodian will only serve as the Company's registered agent for so long as the Minor Member has not yet reached the age of eighteen (18), and in no event may the Interim Custodian make any amendment to or restatement of any other provision contained in these Amended and Restated Articles of Organization. Immediately upon the Minor Member's reaching the age of eighteen (18), the Interim Custodian shall cause the Company's articles of organization to be further amended so that the Minor Member will become the Company's registered agent.

- (c) The authority of the Interim Custodian with respect to the Company shall be strictly limited to preserving the Company's assets as trustee for the benefit of the Minor Member and shall automatically terminate upon the Minor Member's reaching the age of eighteen (18). For the avoidance of doubt, the Interim Custodian may not under any circumstances sell, transfer or otherwise dispose of any of the Company's assets on the Minor Member's or the Company's behalf. Any purported sale, transfer or other disposition of any of the Company's assets by the Interim Custodian between the Manager's date of death and the Minor Member's emancipation from any and all legal guardianship shall be automatically null and void.
- (d) To the extent the Company is required to pay any expenses while the Interim Custodian has any authority to manage the Company under this Article 10, the Interim Custodian shall advance payment for such expenses from his/her own account and seek reimbursement for such expenses from the Company *after* the Minor Member has reached the age of eighteen (18).

#### **ARTICLE 11            Waiver & Disclaimer**

- (a) Each of the undersigned members of the Company hereby irrevocably waives and disclaims to the fullest extent permitted by applicable laws any and all claims he or she may have at present or in the future against the Manager with respect to Manager's management of the Company's business, assets and/or operations.
- (b) Each of the undersigned joint legal guardians of the Minor Member hereby irrevocably waives and disclaims to the fullest extent permitted by applicable laws, on behalf of both such legal guardian and the Minor Member, any and all claims he or she may have at present or in the future against the Manager with respect to Manager's management of the Company's business, assets and/or operations.

#### **ARTICLE 12            Effectiveness; Further Amendment or Restatement**

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- (a) These Amended and Restated Articles of Organization shall become effective immediately upon the date of their filing with the Florida Department of State, Division of Corporations (the “**Effective Date**”).
- (b) No further amendment to or restatement of the Company’s articles of organization may be filed or take effect without the Manager’s prior written consent and execution.

**ARTICLE 13            No Contravention**

These Amended and Restated Articles of Organization shall serve as the supreme governing document of the Company. No other agreement or understanding by and among the members of the Company and the undersigned, whether written, oral or otherwise, express or implied, may contradict, invalidate or otherwise prevail over any provision of these Amended and Restated Articles of Organization.

\* \* \*

*[Execution and notarization pages to follow. The remainder of this page is intentionally left blank.]*

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Execution by ROBERT SOH POH ANN, as Registered Agent:

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Amended and Restated Articles of Organization, 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.*

Signed: \_\_\_\_\_  
ROBERT SOH POH ANN

Date: December 15, 2016

\*\*\*

Execution by ROBERT SOH POH ANN, as a member and Manager of the Company:

Signed: \_\_\_\_\_  
ROBERT SOH POH ANN

Date: December 15, 2016

\*\*\*

Execution by ROBERT SOH POH ANN, as agent for the Durable Powers of Attorney granted in Article 9 herein:

*By accepting or acting under the appointment, the agent assumes the fiduciary and other legal responsibilities of an agent.*

Signed: \_\_\_\_\_  
ROBERT SOH POH ANN

Date: December 15, 2016

\*\*\*

Execution by ROBERT SOH POH ANN, as joint legal guardian for and on behalf of SOH KAI HENG (a member of the Company):

Signed: \_\_\_\_\_  
ROBERT SOH POH ANN

Date: December 15, 2016

\*\*\*

Execution by NG YAN FEE, as joint legal guardian for and on behalf of SOH KAI HENG (a member of the Company):

Signed: \_\_\_\_\_  
NG YAN FEE

Date: December 15, 2016


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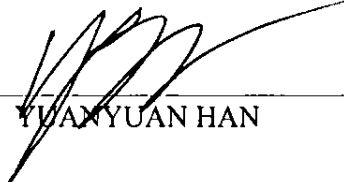
Execution by Witnesses to Durable Powers of Attorney Granted in Article 9

*On this 15<sup>th</sup> day of December, 2016, each of ROBERT SOH POH ANN and NG YAN FEE declared to me in my presence that he or she has granted the Durable Power(s) of Attorney set forth in Article 9 hereof and that he or she executed this document as his or her free and voluntary act for the purposes herein expressed.*

Signature of Witness #1:

  
JENJEN HAN of 7100 Lake Ellenor Dr., Orlando, FL 32809

Signature of Witness #2:

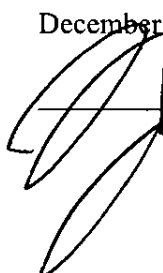
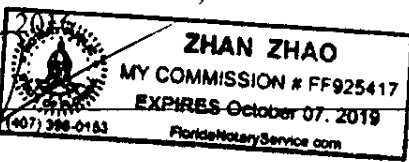
  
YUANYUAN HAN of 7100 Lake Ellenor Dr., Orlando, FL 32809

\* \* \*

STATE OF FLORIDA COUNTY OF ORANGE

Personally appeared before me, ROBERT SOH POH ANN, NG YAN FEE, JENJEN HAN and YUANYUAN HAN, each known to me to be the person described in and who executed the foregoing instrument, who after first being placed under oath by me, swore and acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15<sup>th</sup> day of December, 2016.

  
 (SEAL) NOTARY PUBLIC

**ZHAN ZHAO**  
MY COMMISSION # FF925417  
EXPIRES October 07, 2019  
(407) 298-0183  
FloridaNotaryService.com

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