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☐ PICK-UP

☐ WAIT

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\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

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C. LEWIS  
OCT 5 2012  
EXAMINER



A T T O R N E Y S   A T   L A W

ORLANDO • OCALA

STEPHEN C. L. CHONG

E-MAIL ADDRESS

schong@mateerharbert.com

DIRECT LINE

(407) 425-9044

September 11, 2012

**VIA FEDERAL EXPRESS TRACKING NO.: 7989 3649 2602**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Osceola Realty, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization and a copy of same for the above-referenced company along with our check made payable to the Florida Department of State in the amount of \$125.00 in order to defray your filing fee for the Articles and Designation of Registered Agent.

Please return the file stamped copy of the Articles of Organization to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to be "SCLC", written over the printed name.

Stephen C. L. Chong

SCLC:bjw

cc: Ricardo Panneslek

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 14, 2012

MATEER HARBERT ATTORNEYS AT LAW  
ATTN: STEPHEN C.L. CHONG  
P.O. BOX 2854  
ORLANDO, FL 32802-2854

SUBJECT: OSCEOLA REALTY, LLC  
Ref. Number: W12000047553

We have received your document for OSCEOLA REALTY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

Please return the corrected original and one copy of 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) 245-6051.

Carolyn Lewis  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 612A00023189



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ORLANDO • OCALA

**STEPHEN C. L. CHONG**

**E-MAIL ADDRESS**

schong@mateerharbert.com

**DIRECT LINE**

**(407) 425-9044**

October 3, 2012

**VIA FEDERAL EXPRESS TRACKING NO.: 7991 1085 3107**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Real Estate Brokers LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization and a copy of same for the above-referenced company to be filed with the Division of Corporations. Please note that the filing fee has previously been paid as reflected in the letter from Carolyn Lewis, Regulatory Specialist II, Division of Corporations, Letter Number 612A00023189. A copy is enclosed for your reference.

Please return the file stamped copy of the Articles of Organization to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Sincerely,



Stephen C. L. Chong

SCLC:bjw

cc: Ricardo Panneflek

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION  
OF  
REAL ESTATE BROKERS LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be REAL ESTATE BROKERS LLC, and its principal address and mailing address shall be 1231 Celebration Avenue, in the City of Celebration, County of Osceola, State of Florida 34747, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities or any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and 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 may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

Management of this limited liability company is reserved to its Members, whose names and addresses are as follows:

Ricardo J. Panneflekk and Cecith Lisbeth Moreno Rivas  
1231 Celebration Avenue  
Celebration, FL 34747

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DIVISION OF CORPORATIONS

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#### ARTICLE IV

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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 with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

#### ARTICLE V

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$30,000.00 in cash or property shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE VII

##### PROFITS AND LOSSES

(a) Profit Sharing. 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 distributive share of the profits specified as follows:

Ricardo J. Panneflek and Cecith Lisbeth Moreno Rivas, as tenants by the entireties 100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of commencement being the date of filing of these Articles.

(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 and be allocated as follows:

Ricardo J. Panneflek and Cecith Lisbeth Moreno Rivas, as tenants by the entireties 100%

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## ARTICLE VIII

### DURATION

This limited liability company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 225 E. Robinson Street, Suite 600, Orlando, County of Orange, State of Florida 32801, and the name of the company's initial registered agent at that address is Stephen C. L. Chong.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of REAL ESTATE BROKERS LLC.

  
\_\_\_\_\_  
Ricardo J. Panneflek

  
\_\_\_\_\_  
Cecith Lisbeth Moreno Rivas

I, Stephen C. L. Chong, hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Executed by the undersigned at Orlando, Florida on <sup>October 2</sup>~~September~~ \_\_\_, 2012.

  
\_\_\_\_\_  
Stephen C. L. Chong

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