

2012-12-11 14:00

Rappel Health Law
Corporations

772778-8883

850-617-6383 P 1/1
Page 1 of 1

12000290264

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.

(((H12000290264 3)))



H120002902643A9C

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 : RAPPEL HEALTH LAW GROUP, P.L.
Account Number : 076043001611
Phone : (772) 778-8885
Fax Number : (772) 778-8883

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 11 AM 8:28

FILED

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

Email Address: _____

RECEIVED
12 DEC 11 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.
R & J HOLDINGS OF STUART, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

T. CLINE

DEC 12 2012

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No. H12000290264

**ARTICLES OF ORGANIZATION
OF
R & J HOLDINGS OF STUART, L.L.C.**

The undersigned incorporator to these Articles of Organization desiring to form a Florida limited liability company pursuant to Chapter 608, *Florida Statutes*, hereby states as follows:

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is

R & J HOLDINGS OF STUART, L.L.C.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Company is 400 S. Osceola Street, Suite 102, Stuart, Florida 34994, or such a place as may be designated by the Members.

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent for service of process in the state for this Company is DEC Consultants, Inc., Bridgewater, 1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960-7103.

ARTICLE IV - PURPOSE

The general nature, purpose and character of business to be transacted by the Company is:

A. To engage in the business to purchase or acquire buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with real property and to engage in such other lawful activities that are reasonably necessary, convenient, or incidental to that purpose.

B. To invest the funds of the Company in real estate, mortgages, stocks, bonds or any other type of investment and town real and personal property necessary for the rendering of professional medical services.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted unit option plan; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option to purchase and acquire the units owned and held by any member who dies in accordance with the operating agreement adopted by the members of the Company setting forth the terms and conditions of such purchases; provided, however, that the capital of the Company is not impaired.

Robert Rappel, DO, J.D.
RAPPEL HEALTH LAW GROUP, P.L.L.
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103
772.778.8885 / Fax 72.778.8883
Florida Bar No.:0015156

Fax Audit No: H12000290264

FILED
2012 DEC 11 PM 2:25
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Fax Audit No. H12000290264

ARTICLE V - DURATION

The Company shall exist upon the date of filing of these Articles of Organization with the Secretary of State, and shall continue perpetually or until dissolution prior thereto pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Section 608.441, *Florida Statutes*.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its Members as set forth in the Operating Agreement for the Company; provided, however, that the Members may, by regulation or operating agreement, provide for the management of the Company by a non-member manager.

ARTICLE VII - ADDITIONAL MEMBERS

Additional members may be admitted to the Company in the manner provided in the Operating Agreement.

ARTICLE VIII - DISSOLUTION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, unless the remaining Members agree in writing to continue the business of the Company.

ARTICLE IX - INDEMNIFICATION

The Company shall, to the fullest extent permitted by law, be entitled to indemnify and Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement conviction, or plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

2012 DEC 11 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Fax Audit No. H12000290264

ARTICLE X - LIMITATION OF LIABILITY OF MEMBERS

The personal liability of the Members to the Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Company.

ARTICLE XI - TRANSFERABILITY OF INTEREST

No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

ARTICLE XII - POWER TO AMEND

The power to adopt, alter, amend or repeal the Articles of Organization of the Company shall be vested solely in the Members of the Company and shall be by a unanimous vote of approval of the Members.

ARTICLE XIII - LIMITED LIABILITY COMPANY REGULATIONS

The power to adopt, alter, amend, or repeal the regulations incorporated in the Operating Agreement of the limited liability company shall be vested in the Members of the Company. Regulations adopted by the Members may be repealed or altered; the Members may adopt new regulations; and the Members may prescribe any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or the Articles of Organization.

IN WITNESS WHEREOF, the Member or authorized representative of a Member in accordance with Section 608.408(3), Florida Statutes, has caused these Articles of Organization to be executed this 11 day of December, 2012.

By: 

Robert Rappel
Authorized Representative or Member in
accordance with Section 608.408 the
execution of this Affidavit constitutes an
affirmation under the penalties of perjury
that the facts stated herein are true.

Fax Audit No. H12000290264

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the Provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is:

R & J HOLDINGS OF STUART, L.L.C.

2. The name and address of the registered agent and office is:

DEC Consultants, Inc.
Bridgewater
1515 Indian River Boulevard,
Suite A 210
Vero Beach, Florida 32960-7103

FILED
2012 DEC 11 AM 9 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

By: 
ROBERT RAPPEL, President

Dated: December 11, 2012

STATE OF FLORIDA)

COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this ____ day of December, 2012, by Robert Rappel who is personally known to me and who did not take an oath.



ROBERT A.O. ANDERSON III
MY COMMISSION # EE 084490
EXPIRES: June 15, 2015
Bonded Thru Budget Notary Services

By: 

Notary Public
Commission Number:

K&J Holdings articles of organization 12.11.2012
Robert Rappel, DO, J.D.
RAPPEL HEALTH LAW GROUP, P.L.
1515 Indian River Boulevard, Suite A 210
Vero Beach, Florida 32960-7103
772.778.8885 / Fax 72.778.8883
Florida Bar No.:0015156

Fax Audit No: H12000290264