

Division of Corporations

(((H14000079971 3)))

Page 1 of 1

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To:

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Fax Number : (850) 617-6383

From:

Account Name : RHODES TUCKER PHOENIX CHARTERED  
Account Number : 120100000059  
Phone : (239) 461-0101  
Fax Number : (239) 461-0083

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

Email Address:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED****FLORIDA LIMITED LIABILITY CO.****Response LLC**

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accordance with the Governing Documents. The Company's members may be (or may become) Manager's (and vice versa). No Manager has any rights other than those expressly stated in (or allowed by) the Governing Documents, unless a particular Manager is also a member or also holds another office related to the Company, but those rights or preferences only relate to the Manager strictly in those capacities.

#### ARTICLE VII

The Company's membership interests may be limited in that all membership interests, including every right in or to the membership interests, may be subject to the Company's or the members' rights of first refusal if expressed in the Governing Documents.

Pursuant to any offering the Company makes, each member will have preemptive rights to purchase membership interests in cash pro rata based on the member's membership interest in proportion to the collective membership interests of all the members prior to the offering, except when admitting new members by unanimous vote.

Members may not separately alienate rights contained within membership interests, except as expressed in the Operating Agreement.

The members, by a unanimous vote, may include mandatory cash call provisions in the Operating Agreement.

The membership interests will have no other limitations other than those specifically mandated by the Florida Limited Liability Company Act or as expressed in these articles or the Operating Agreement.

#### ARTICLE VIII

The Company will distribute to the Company's members, prior to the 15<sup>th</sup> calendar day of the calendar month following

the close of each calendar quarter, or as soon thereafter as possible ("Tax Distribution Date") the amount that the Company will distribute to the members pro rata based on each member's membership interest in proportion to the collective membership interests of all the members on each Tax Distribution Date. The amount the Company will distribute to all of the members on each Tax Distribution Date must be the lesser of:

- the "Ordinary business income (loss)," as defined by and calculated in accordance with the Internal Revenue Code of 1986, as amended, ("IRC") on Department of the Treasury, Internal Revenue Service Form 1065, U.S. Return of Partnership Income multiplied by the highest income tax rate set forth in IRC 1 (but in no event less than \$0.00); or
- 50% of the lesser of:
  - the net change in the Company's cash balances during a calendar quarter calculated in accordance with generally accepted accounting principles; or
  - the Company's cash balances at the end of a calendar quarter, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC.

The members may forego or reduce the distribution for any particular Tax Distribution Date upon a unanimous vote

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taken within 30 calendar days of that particular Tax Distribution Date, but this Article's distribution requirements will never be waived, estopped or otherwise altered by any preceding election to forego or reduce a distribution.

The members may, by a ~~unanimous~~ vote, compel the Company to make distributions of specified amounts and property, and at specified times.

No member may receive capital contributions, distributions, or any other thing of value in the Company's care, custody or control for any reason, whether or not originally belonging to, or in the possession of, that member, except as expressed in these articles or the Operating Agreement.

#### ARTICLE IX

The Company will exist in perpetuity unless dissolved pursuant to the *Florida Limited Liability Company Act* or as expressed in the *Operating Agreement*.

#### ARTICLE X

The Company will clearly stamp all documents evidencing the Company's membership interests with legends indicating that the membership interests are issued subject to certain restrictions on transferability as stated in these articles or the *Operating Agreement*, in reliance upon the existence of certain exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these articles or the *Operating Agreement*.

#### ARTICLE XI

The Company's members may admit additional members to the Company upon the written consent of the members representing a majority of the Company's membership interests.

#### ARTICLE XII

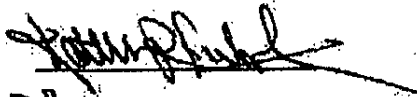
The Company's members may amend, supersede or repeal these articles, but only upon the unanimous vote, or written, affirmative consent, of all of the members, except that members may amend, supersede or repeal Article II or Article ~~III~~ upon the majority vote, or written, affirmative consent, of all of the members. The Company's managers may not amend, supersede or repeal any of these articles.

#### ARTICLE XIII

Upon filing these articles with the Florida Department of State, Division of Corporations, all articles predating these 13 articles incorporated into this document entitled "Amended and Restated Articles of Organization For a Domestic Limited Liability Company" are repealed and superseded in their entireties and have no further application or effect, except as required under *Florida Limited Liability Company Act* or these 13 articles.

#### ACKNOWLEDGMENT

Except to the extent I have done so in writing and with knowledge, I, the Company's authorized representative, execute these articles on this day without personally assuming or ratifying any contracts or promises made on the Company's behalf by any person or entity prior to this date, if any.



28 March 2014

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF  
Response LLC**

The undersigned hereby accepts the appointment as registered agent as designated in the attached articles. The undersigned is familiar with and accepts the obligations mandated by Chapter 605, Florida Statutes that are associated with the appointment.

**PPF Corporate Services LLC**  
a Florida limited liability company

By: Deborah A Miller  
Deborah A. Miller, its Manager  
31 March 2014

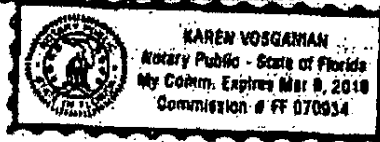
State of Florida )

County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Deborah A Miller, Manager of PPF Corporate Services LLC, on behalf of PPF Corporate Services LLC, and she is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 31 day of March 2014.

Karen Vosgarian  
Notary: Karen Vosgarian



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**Response LLC**

The initial **Managers** of the limited liability company named above are:

Kathleen Pfuhler  
Kevin Kimbrough

In accordance with the *Florida Limited Liability Company Act*, the limited liability company's articles of organization, and the limited liability company's operating agreement, these initial **Managers** may be removed from office and other persons may be appointed as **Managers**.

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