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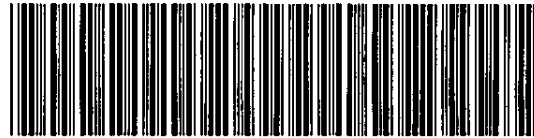
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2014 JUN 26 AM 10:43

FILED

L14-96843



VIA FEDERAL EXPRESS

June 25, 2014

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

RE: Sims RHR-Florida, LLC

To Whom It May Concern:

Enclosed herein please find the **original Amended Articles of Organization of Sims RHR-Florida, LLC**, along with a check in the amount of THIRTY-FIVE & 00/100<sup>th</sup> DOLLARS (\$35.00) to cover filing fees.

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,

Martyna Protopsaltis, Assistant to  
Richard M. Klitenick

/mp

Enclosure as stated

c: client (w/encs.)

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FILED  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

AMENDED  
ARTICLES of ORGANIZATION

of

SIMS RHR - FLORIDA, LLC

Having previously formed and created a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.0201 of the laws of the State of Florida, WE do hereby execute and adopt these Amended Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §605.0112 and §605.0201(2)(a), the limited liability company's name shall be:

"SIMS RHR - FLORIDA, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence began at the date and time when the original Articles of Organization were electronically filed with the Florida Department of State, all in accordance with Fla. Stat. §605.0201(4) and Fla. Stat. §605.0207.

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

Street Address:

61 Russell Blessing Road  
Albany, NY 12203-2915

Mailing Address:

61 Russell Blessing Road  
Albany, NY 12203-2915

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TALLAHASSEE, FLORIDA

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered agent address in the State of Florida is: **2014 JUN 23 09 AM 44**  
*Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

**RICHARD M. KLITENICK, ESQ.**

**ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

**ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

**ARTICLE VII - COMPOSITION OF MANAGEMENT**

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605, Florida Statutes. This limited liability company shall be managed by one (1) Manager, **KATHLEEN DIANE SIMS**, during her lifetime and

no other person or individual shall have the right to manage this Limited Liability Company unless KATHLEEN DIANE SIMS, or her survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §605.0407(1)(a) and Fla. Stat. §605.0201(3)(a) and shall be so managed by KATHLEEN DIANE SIMS until she resigns, dies, or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of KATHLEEN DIANE SIMS, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company.

In accordance with the foregoing, the name and addresses of the Manager of this Limited Liability Company is:

Name of Manager

Address

KATHLEEN DIANE SIMS

61 Russell Blessing Road  
Albany, NY 12203-2915

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or Fla. Stat. §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all of the rights afforded under Fla. Stat. § 605.0407(3) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units

outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

#### **ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company was formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605, Florida Statutes. Additionally, this limited liability company may engage in ownership, investment in, purchase, leasing, sale and improvement of real property and/or retail businesses, investments and other financial ventures, and any and all other lawful businesses.

#### **ARTICLE X - STATEMENT OF AUTHORITY AGREEMENT**

This limited liability company may file a Statement of Authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

#### **ARTICLE XI - OPERATING AGREEMENT**

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

desirable.

IN WITNESS WHEREOF, the undersigned Members of this limited liability company have executed these Amended Articles of Organization on this 17<sup>th</sup> day of June, 2014.

SIMS RHR - FLORIDA, LLC,  
a Florida Limited Liability Company

By:

Kathleen Diane Sims  
KATHLEEN DIANE SIMS

By:

Robin Wood  
ROBIN WOOD

STATE OF NEW YORK

COUNTY OF Albany

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared KATHLEEN DIANE SIMS and ROBIN WOOD, the signors who appeared before me at the time of this notarization, and are personally known to me; or, have produced New York State ID as identification to prove to me to be the persons described in and who executed the foregoing Amended Articles of Organization, and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 17 day of June, 2014.

(STAMP/SEAL) ERIC ROGERS  
Notary Public, State of New York  
Qualified in Rensselaer County  
No. 01RO6209850  
Commission Expires August 3, 2017

Eric Rogers  
Notary Public-State of New York  
Eric Rogers  
Printed Name

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SECRETARY OF STATE  
-ALL INFORMATION FLORIDA


CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:


That **SIMS RHR - FLORIDA, LLC**, having previously organized under the laws of the State of Florida as a limited liability company with its principal place of business in the city of Albany, NY has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

**SIMS RHR - FLORIDA, LLC,**  
a Florida Limited Liability Company

By:

  
KATHLEEN DIANE SIMS  
Manager & Member  
June 17, 2014


By:

  
ROBIN WOOD  
Member  
June 17, 2014

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
RICHARD M. KLITENICK, ESQ.  
June 24, 2014

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CLERK OF STATE  
TALLAHASSEE, FLORIDA