

L16000157403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

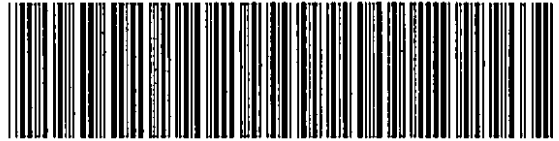
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 6, 2018

BRI TURNER  
402 S KENTUCKY AVE, STE 6600  
LAKELAND, FL 33801

SUBJECT: ROSEN REAL ESTATE, LLC  
Ref. Number: L16000157403

We have received your document for ROSEN REAL ESTATE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please corrected document at the top of page to read: Amended and Restated Articles instead of Articles of Organization.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons  
Regulatory Specialist III

Letter Number: 218A00016141

⑤

REC-10  
2018 AUG 20 AM 11:18  
[Signature]



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 23, 2018

BRI TURNER  
402 S KENTUCKY AVE, STE 660  
LAKELAND, FL 33801

SUBJECT: ROSEN REAL ESTATE, LLC  
Ref. Number: L16000157403

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

Please correct document to be titled: Restated and Amended articles.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons  
Regulatory Specialist III

Letter Number: 718A00015082

RECEIVED  
2018 AUG -2 AM 10:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL



Daniel Medina, B.C.S.\*  
Master of Laws in Taxation  
Attorney  
Wills, Trusts & Estates Specialist  
dan@medinapa.com



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July 31, 2018

Florida Department of State  
Division of Corporations  
Attn: Octavia L. Simmons  
PO Box 6327  
Tallahassee FL 32314

RE: Our Matter No.: H5-011 Rosen, Michael – Corporate  
Rosen Real Estate, LLC

Dear Ms. Simmons,

In response to your letter dated July 23, 2018 (Letter Number: 718A00015082), enclosed please find the Amended and Restated Articles of Organization of Rosen Real Estate, LLC. For ease of reference, I have also included a copy of your letter.

Please note, this Amended and Restated Articles of Organization of Rosen Real Estate, LLC is in conjunction with Document L16000157403. Document W18000042206 is erroneous and we kindly ask that you remove it.

I presume, based on your letter, that the \$50.00 check we initially sent is in your possession. Please advise if this is an issue.

If you have any questions or concerns, please do not hesitate to contact me at 863-682-9730 or by email at [bri@medinapa.com](mailto:bri@medinapa.com)

Sincerely,

Bri Turner  
Executive Assistant to Daniel Medina, B.C.S.

Enc as stated

*Rosen, Michael (H5-011) - Corporate/Correspondence/Drafts/Ltr to State re response to their 2nd ltr enc amend articles RosenRE.docx*

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
ROSEN REAL ESTATE, LLC**

FILED  
AUG 20 PM 2:23  
18  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA

**SECTION 1 INTRODUCTION AND PRELIMINARY STATEMENTS**

The undersigned Manager desires to amend the Articles of Organization of Rosen Real Estate, LLC a limited liability company under the Laws of the State of Florida, which were filed on August 22, 2016, by delivering these Amended and Restated Articles of Organization in duplicate to the Department of State of the State of Florida, in accordance with Florida Revised Limited Liability Company Act (the *Act*). This amendment and restatement has been approved by the Manager of the Company, as provided in the Operating Agreement.

**SECTION 2 AMENDMENT**

The Manager files these Amended and Restated Articles of Organization of Rosen Real Estate, LLC pursuant to F.S. 605.0202 of the Act.

**SECTION 3 NAME**

The name of the limited liability company is Rosen Real Estate, LLC, a Florida limited liability company (*Company*).

**SECTION 4 DURATION**

The Company will perpetually exist from the filing date of these Articles of Organization with the Department of State of the State of Florida, unless dissolved according to law.

**SECTION 5 COMPANY'S PURPOSE**

The Company's purpose is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and all activities necessary or incidental to that purpose. The Company has all the powers necessary or convenient to carry out its purposes, including the powers granted by the Act.

**SECTION 6 COMPANY'S PRINCIPAL OFFICE AND LOCATION OF RECORDS**

The street address of the principal office in the United States where the Company maintains its records is 141 NW 20th Street, Suite G-7, Boca Raton, Florida 33431.

**SECTION 7 REGISTERED AGENT AND REGISTERED OFFICE**

The Company's initial Registered Agent is Mike Rosen Enterprises, Inc., and the Company's initial registered office is located at 150 East Palmetto Park Road, Suite 800, Boca Raton, Florida 33432.

## SECTION 8 REGISTERED AGENT CONSENT

Mike Rosen Enterprises, Inc., a Florida corporation, accepts the appointment as Registered Agent of Rosen Real Estate, LLC, a Florida limited liability company. Mike Rosen Enterprises, Inc. understands that its responsibilities as Registered Agent are to receive service of process, notices, and demands; to forward mail; and to notify the Department of State immediately if it resigns or if the registered office address changes from the addresses stated above.

Dated: March 30, 2018.

Registered Agent

Mike Rosen Enterprises, Inc., a Florida corporation

By: 

Michael Rosen, its President

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

## SECTION 9 ADDITIONAL MEMBERS

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interest in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

## SECTION 10 BUSINESS CONTINUATION

If a Member's membership in the Company is terminated by an event, the remaining Members of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

## SECTION 11 OPERATING AGREEMENT AND AUTHORITY

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Manager, and the rights and obligations of its Members and Manager must be set forth in the Operating Agreement adopted by the initial Members and Manager of the Company. This Operating Agreement may be amended from time to time according to its provisions.

## SECTION 12 MANAGEMENT

Management of the Company is vested in the Manager. The Manager has exclusive authority to act for the Company in all matters. The authorities and duties of the Manager are set forth in the Operating Agreement. The name and address of the initial Manager is:

Michael Rosen

141 NW 20th Street, Suite G-7.

Boca Raton, Florida 33431

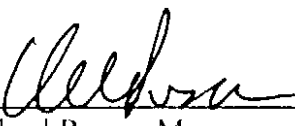
### **SECTION 13 INDEMNIFICATION AND LIABILITY**

As determined by the Manager of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act, and the Company's Operating Agreement.

### **SECTION 14 TRANSFERABILITY OF INTEREST**

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on: March 30, 2018.

  
\_\_\_\_\_  
Michael Rosen, Manager

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18 AUG 20 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA