

7/18/2018

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.  
RAOV, LLC**

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## **ARTICLES OF ORGANIZATION OF RAOV, LLC**

### **ARTICLE I Name**

The name of the limited liability company ("Company") is RAOV, LLC.

### **ARTICLE II Address**

The initial mailing address of the Company's principal office is 5037 Ringwood Meadow, Suite G, Sarasota, FL 34235. The initial street address of the Company's principal office is 5037 Ringwood Meadow, Suite G, Sarasota, FL 34235.

### **ARTICLE III Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

### **ARTICLE IV Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Adron H. Walker. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, FL 34205.

### **ARTICLE V Management**

A. The Company is to be managed by a Manager who will serve until the Members select a Manager. The initial Manager, however, shall serve at least until the Company's Operating Agreement is finalized, executed, and delivered and is identified as follows:

Gino A. Taliento, whose address is 5037 Ringwood Meadow, Suite G, Sarasota, FL 34235.

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B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, the power to conduct the Company's business and acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except, and notwithstanding anything in these Articles to the contrary, without having first obtained the prior written consent of that majority in ownership interests of the Members (including the interest of the Manager as a Member) specified in the Company's Operating Agreement, the Manager shall not exercise the Manager's authority to cause or permit the Company to:

1. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;
2. Sell, convey, or transfer (other than the sale of real property in the ordinary course of business), assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 1 year, any Company real property, or any part or interest thereof, or;
3. Cause this Company to enter into a joint venture or partnership with any other person or entity or to form any subsidiary entities, or;
4. Invest in the debt or equity of any other person or entity (other than accepting short-term purchase money promissory notes and mortgages, not exceeding one (1) year in duration, from buyers of real property in the ordinary course of business), or;
5. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction, or;
6. Enter into contracts, agreements or other legal obligations with parties related to or affiliated with the Manager or the Manager's owners, or;
7. Amend these Articles or the Operating Agreement of the Company to:
  - a. Reduce the "LLC Interest," "Member Status," (as the preceding terms are defined in the Company's Operating Agreement) rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;
  - b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager or a Member, or;
  - c. Modify the duration of this Company, or;
  - d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;

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- e. Amend this Section B of Article V, or;
- f. Dissolve or terminate the existence of this Company, or;
- g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members, or;

8. Authorize or cause the Company to issue any LLC Interests to any person or entity or admit any new Members, or;

9. Enter into any agreement to do any of the foregoing.

If any Member shall not object in writing to the Manager's request for consent pursuant to this Section B within fifteen (15) business days of receipt of such request, such Member shall be deemed to have consented to the Manager's request.

10. Notwithstanding any restriction or limitation on the Manager set forth in this Section B, the Manager is hereby empowered to enter into an agreement with Talento Enterprises, LLC, a Florida limited liability company, d/b/a TerraMark USA, for the provision of administrative services to the Company.

C. A "majority in interest" of Members, without more, shall mean, a simple majority of their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) in the Company.

#### **ARTICLE VI**

##### **Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business 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 Company.

#### **ARTICLE VII**

##### **Profits and Losses Allocation**

Profits and losses will be allocated to the Members in accordance with the Operating Agreement of the Company.

#### **ARTICLE VIII**

##### **Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by

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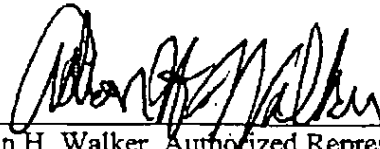
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filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

**ARTICLE IX**  
**Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence on the 18<sup>th</sup> day of July, 2018, at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 18<sup>th</sup> day of July, 2018.



Adron H. Walker, Authorized Representative of  
Gino A. Taliento, Member

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**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for RAOV, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Adron H. Walker, Esq. The address of the Company's registered office in Florida is Barnes Walker, 3119 Manatee Avenue West, Bradenton, Florida 34205.

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: July 18, 2018.

  
\_\_\_\_\_  
Adron H. Walker, Registered Agent

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