

10/15/2020

Division of Corporations

Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
RSC CORAL REEF HOLDINGS LLC**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RSC CORAL REEF HOLDINGS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE ONE
NAME**

The name of the limited liability company is RSC Coral Reef Holdings LLC.

**ARTICLE TWO
ADDRESS**

The street address and the mailing address of the Company is 2980 NE 207th Street, Suite 707, Aventura, Florida 33180.

**ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Company in the State of Florida is Royal Senior Care II, LLC, a Florida limited liability company, and the street address of the registered agent is 2980 NE 207th Street, Suite 707, Aventura, Florida 33180.

**ARTICLE FOUR
DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE FIVE
MANAGEMENT**

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial Managers of the Company shall be Avi Bittan and Sean Kanov, 2980 NE 207th Street, Suite 707, Aventura, Florida 33180.

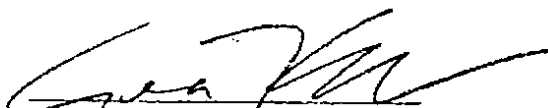
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ARTICLE SIX INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on October 15, 2020.



Sean Kanov
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated October 15, 2020.

Royal Senior Care II, LLC, a Florida limited liability company.

By: 

Sean Kanov, Manager