Division of Corporations

#### Florida Department of State Division of Corporations

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#### FLORIDA LIMITED LIABILITY CO.

R & L Investment Property, LLC

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# ARTICLES OF ORGANIZATION OF R & L INVESTMENT PROPERTY, LLC

#### ARTICLE I Name

The name of the limited liability company ("Company") is R & L INVESTMENT PROPERTY, LLC.

#### ARTICLE II Address

The initial mailing address of the Company's principal office is Post Office Box 14583, Bradenton, FL 34280. The initial street address of the Company's principal office is 1210 Spoonbill Landings Circle, Bradenton, FL 34209.

## 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 Keith J. Lassen! The address of the Company's registered office in Florida is 1210 Spoonbill Landings Circles Bradenton, FL 34209.

#### ARTICLE V Management

A. The Company is to be managed by a Manager or Managers who will serve in accordance with the terms of the Company's Operating Agreement and the Company is to be managed by the following Managers until their death, permanent disability, resignation, or removal by the Member:

Keith J. Lassen, whose address is Post Office Box 14583, Bradenton, FL 34280. T. J. Richardson, whose address is Post Office Box 1384, Sarasota, FL 34230.

- 1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:
- a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than five (5) years, or execute and deliver any deed, mortgage, or lease of, any Company real property or any part or interest thereof, or all or substantially all of the other assets of the Company;
- b. Borrow money, including credit card debt, on behalf of the Company in excess of \$10,000.00;
- c. Lend any company funds or any assets to any person in an amount or with a value in excess of \$2,500.00;
- d. Confess a judgment, or settle, compromise, release, discharge, or pay any claim, demand, or debt against the Company in excess of \$5,000.00;
- e. 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;
- f. Enter into a joint venture or partnership with any other person or entity;
  - g. Invest in the debt or equity of any other entity; or
- h. Be a party to any merger, consolidation, reclassification reorganization or other similar transaction.
- i. Reduce the LLC Interest, consisting of a Member's transferable interest and membership status, rights, privileges, or benefits or enlarge the duties and obligations of a Member or a Manager;
- j. Enlarge the LLC Interest rights, privileges, or benefits or reduce the duties and obligations of a Manager or a Member;
  - Modify the duration of this Company;
  - 1. Hire, terminate, or modify the terms of employment of any

- m. Affect the rights or restrictions regarding the assignability of Member Status or a Transferable Interest;
  - n. Amend this Section;
  - Change the nature or character of the business of the Company;
  - p. Dissolve or terminate the existence of this Company;
  - q. Increase or decrease the number of Managers;
- r. Make any payment of wages, monies, employment benefits, or expense reimbursements to any immediate or expanded family member of a Manager;
- s. Knowingly or willingly do any act, or fail to act, which would cause the Company to be taxed as a corporation; or
- t. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) in the Company, of the Member(s) of 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, if any, and, if none, their ownership interests.

#### ARTICLE VIII Amendments

Subject to the restrictions set forth in Article V above, these Articles may be amended by 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 upon filing of these Articles of Organization with the Secretary of State.

The undersigned Members or an authorized representative of a Member has executed these Articles of Organization on this 9<sup>th</sup> day of August, 2022.

Garret T. Barnes, Authorized Representative

# 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 R & L INVESTMENT PROPERTY, LLC:

- 1. The registered agent of the above-referenced limited liability company is Keith J. Lassen. The address of the registered agent's office is 1210 Spoonbill Landings Circle, Bradenton, FL 34209.
- 2. Having been named as registered agent to accept service of process for the abovenamed 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: August 9, 2022.

Keith J. Vassen, Registered Agent

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