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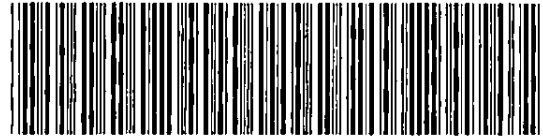
(Business Entity Name)

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TALLAHASSEE, FL

SCHMITT SCHNECK EVEN & WILLIAMS, P.C.

Jonathan A. Ruybalid
e-mail: jon@azbarristers.com

July 24, 2024

New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please accept for filing the enclosed Articles of Organization and Designation of Registered Agent for the formation of Arukah Respite Center, LLC.

We have also enclosed a check made payable to the "Florida Department of State" for the requisite \$125 filing fees.

Please contact me if you have any questions.

SCHMITT SCHNECK
EVEN & WILLIAMS, P.C.

By: 
Jonathan A. Ruybalid

**ARTICLES OF ORGANIZATION
OF
ARUKAH RESPITE CENTER, LLC**

Pursuant to the Florida Revised Limited Liability Company Act, F.S. 605.0201, the undersigned Organizer does hereby adopt the following Certificate of Organization for the company.

ARTICLE 1. Name. The name of the limited liability company is: **Arukah Respite Center, LLC.**

ARTICLE 2. Principal Office. The street address of the principal office of the limited liability company is: 350 W Herman Street, Pensacola, FL 32505. The mailing address of the limited liability company is: 350 W Herman Street, Pensacola, FL 32505.

ARTICLE 3. Registered Agent and Office. The name and Florida street address of the company's initial registered agent:

Clayton Romano
350 W Herman Street
Pensacola, FL 32505

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


Clayton Romano, Registered Agent

Date 7/23/24

ARTICLE 4. Purpose. As a single member company, the Company will be disregarded by the Internal Revenue Service for tax reporting purposes and the Company exists to carry out any and all lawful purposes and activity of its IRC §501(c)(3) member. Its activities will specifically include being engaged in post-hospitalization outpatient respite care services.

ARTICLE 5. Certificate of Authority. A Certificate signed by the agent for service of process of the Company identifying the Member or Members of the Company or certifying the authority of the Member or Members of the Company may be relied upon as correct and legally binding by persons dealing with the Company and binds the Company for all purposes including, but not limited to, a title insurer issuing title insurance for real or personal property conveyances or a lender loaning money to the Company.

ARTICLE 6. Member Related Tax-Exempt Provisions. This Company is organized not for pecuniary profit and is not a moneyed corporation (as defined by the United States Bankruptcy Code) as it is a single member disregarded entity of an IRC §501(c)(3) tax-exempt organization. It is organized to be controlled by and used by its sole member in a manner that furthers the organization's IRC §501(c)(3) tax-exempt purposes, including, but not limited to, providing recuperative services to homeless and dually diagnosed individuals to facilitate the reduction of preventable and costly hospital use by patients. No part of the net earnings or assets of the Company shall inure to the benefit of, or be distributable to, any private persons,

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except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Organization.

6.1 No substantial part of the activities of the Company may be used for the carrying on of propaganda, or otherwise attempting to influence legislation. The Company shall neither participate in, nor intervene in (including the publishing or distributing of statements), a political campaign on behalf of (or in opposition to) a candidate for public office.

6.2 Notwithstanding any other provision of these Articles or of the Company's Operating Agreement, the Company shall not conduct or carry on activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) ("IRC"), or (b) an organization, contributions to which are deductible under IRC §170(c)(2).

6.3 Any amendment to these Articles that must be consistent with IRC §501(c)(3).

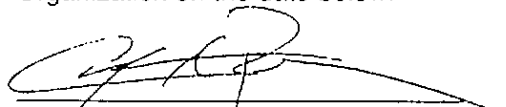
6.4 The Company, interests in the Company (other than a membership interest) or the assets of the Company may only be availed of, or transferred to, (whether directly or indirectly) a nonmember other than an IRC §501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value.

6.5 The Member(s) shall expeditiously and vigorously enforce all of their rights in the Company and shall pursue all legal and equitable remedies to protect their interests in the Company.

6.6 In the event of dissolution or final liquidation of the Company, to preserve the dedication of assets to IRC§501(c)(3) purposes of its sole Member, none of the property of the Company, nor any proceeds thereof, shall be distributed or divided among the managers (if any), employees or officers of the Company or inure to the benefit of any individual in a manner that violates the dedication of assets provisions. If the sole Member is a IRC§501(c)(3) organization, any distribution of assets must be consistent with the requirements for the Member.

ARTICLE 7. Management. The Company will be manager-managed.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization on the date below.


Clayton Romano, Organizer

7/23/24
Date

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