

L98000000611

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAY 14 PM 1:45

SUBJECT: Rosewood Retirement Advisory Services, L.C.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: J. Rodney Roberts  
Name (Printed or typed)

1342 Timberlane Road, #201-D  
Address

Tallahassee, Florida 32312  
City, State & Zip

850-668-6839  
Daytime Telephone number

Pick Up at 2:30

500002520815--3  
-05/12/98--01082--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

500002520815--3  
-05/14/98--01088--019  
\*\*\*\*\*215.00 \*\*\*\*\*215.00

NOTE: Please provide the original and one copy of the articles.

(5)

PR  
5/14/98

**TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 14 PM 1:45

**SUBJECT:** Rosewood Retirement Advisory Services, L.C.  
**(Proposed limited liability company name - must include suffix)**

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.  
**Please send one check for the total amount made payable to the Florida Department of State.**

**FROM:** James Rodney Roberts  
Name (Printed or typed)

1342 Timberlane Road Suite 201D  
Address

Tallahass-e, Florida 32312  
City, State & Zip

850 668-6839  
Daytime Telephone number

**ARTICLES OF ORGANIZATION**  
**ROSEWOOD RETIREMENT ADVISORY SERVICES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 14 PM 1:45

**ARTICLE I**  
**NAME**

The name of the limited liability company is Rosewood Retirement Advisory Services, L.C. (the "Company").

**ARTICLE II**  
**DURATION**

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall terminate on September 30, 2016, unless the Company is earlier dissolved as provided for by law, by these Articles of Organization or in the regulations of the Company.

**ARTICLE III**  
**MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 1342 Timberlane Road, Suite 201-D, Tallahassee, FL 32312.

**ARTICLE IV**  
**PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE V**  
**NAME AND ADDRESS OF**  
**INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida is James Rodney Roberts, 3143 Ferns Glen Drive, Tallahassee, FL 32308. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members.

ARTICLE VII  
TERMINATION OF EXISTENCE

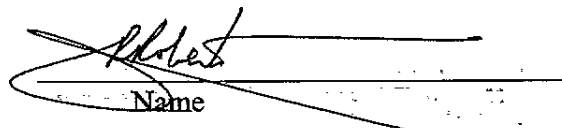
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members of the Company, provided that there are at least two remaining members.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by a manager in accordance with the regulations of the Company. Initially, there shall be one (1) manager of the Company. Thereafter, the number of managers shall be determined as provided in the regulations of the Company. The manager or managers shall be elected by the members as prescribed and provided in the regulations of the Company and by Florida law. The manager or managers shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Article of Organization. The name and address of the initial manager who is to serve as manager until the first annual meeting of members or until his successor(s) is(are) elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
James Rodney Roberts	3143 Ferns Glen Drive Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 12<sup>th</sup> day of MAY, 1998.

  
Name

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98 MAY 14 PM 1:45

**AFFIDAVIT**

State of Florida     )  
                              ) ss,  
County of Leon     )

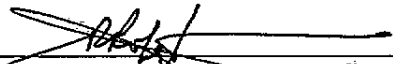
FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 MAY 14 PM 1:45

BEFORE ME, the undersigned authority, personally appeared James Rodney Roberts, who, after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. He has this day executed the Articles of Organization of Rosewood Retirement Advisory Services, L.C., a Florida limited liability company (hereinafter called the "Company").
2. The Company has at least two members.
3. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$ — 0 —.
4. No property other than cash has been contributed by the members of the Company as of the date of this Affidavit.
5. The amount anticipated to be contributed by the members of the Company (including the \$ 2,500<sup>00</sup> that has already been contributed) is \$0.

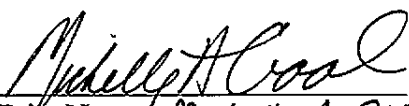
FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 12<sup>th</sup> day of MAY, 1998.

  
James Rodney Roberts

SWORN to and subscribed before me this 12<sup>th</sup> day of May, 1998, by James Rodney Roberts, who is personally known to me or who has produced a Florida driver's license No. R163-456-39-100-0 as identification.

NOTARY PUBLIC

  
Print Name: Michelle A. GOAD  
State of Florida at Large  
My Commission expires:



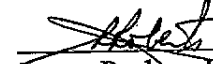
Michelle A. Goad  
MY COMMISSION # CC537276 EXPIRES  
March 4, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

## STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Rosewood Retirement Advisory Services, L.C. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: 12 MAY, 1998.

  
James Rodney Roberts  
Registered Agent

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