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ACCOUNT NUMBER: PCA0000000005

REFERENCE:
(Sub Account)

2033858-1

DATE:

6-7

REQUESTOR NAME:

Lexis Document Services

ADDRESS:

TELEPHONE:

() () ext ()

CONTACT NAME:

CORPORATION NAME:

Rosewood Retirement Advisory Services, L.C.

DOCUMENT NUMBER:
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

Amended /
Restated
Articles

☐ CERTIFIED COPY (1-9)

☒ CERTIFICATE OF STATUS (1-9)

☒ PLAIN STAMPED COPY

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() Call When Ready
() Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:00
() Pick Up

L98-611

Q

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

The undersigned, for the purpose of amending and restating the Articles of Organization of Rosewood Retirement Advisory Services, L.C. under Section 608.411 of the Florida Limited Liability Company Act, hereby makes and files the following Amended and Restated Articles of Organization ("Articles of Organization").

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STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

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**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 commenced on the date that the initial Articles of Organization were filed with the Florida Department of State, May 12, 1998, and shall continue in perpetuity, unless the Company is earlier dissolved as provided for by law, by these Articles of Organization or in the Operating Agreement of the Company.

**ARTICLE III
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 2160 Capital Circle NE, Suite 110, Tallahassee, FL 32308.

**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
REGISTERED AGENT

The name and street address of the 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 upon the written consent of the members holding a majority of the membership interests of the Company and upon such terms and conditions as shall be determined by the members holding a majority of the membership interests.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the written agreement of members holding a majority of the membership interests.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement 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 Operating Agreement of the Company. The manager or managers shall be elected by the members as prescribed and provided in the Operating Agreement 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 Operating Agreement 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 Articles of Organization. The name and address of the initial Manager who is to serve as Manager until his successor(s) is (are) elected and qualified is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| James Rodney Roberts | 2160 Capital Circle, N.E., Suite 110 Tallahassee, FL 32308 |

The Operating Agreement of the Company provides, among other things, that the manager shall not undertake any of the following actions without the consent of the members holding a majority of the membership interests:

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(a) the sale of all or substantially all of the assets of the Company in one transaction or a series of related transactions;

(b) the merger or consolidation with any other person or entity (other than, in the case of a wholly owned subsidiary of the Company, with or into the Company or any other wholly-owned subsidiary);

(c) the liquidation or dissolution of the Company;

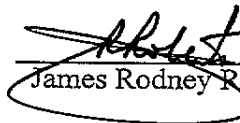
(d) the amendment of this Operating Agreement or the Articles of Organization;

(e) allocations or distributions to Members other than as provided in Operating Agreement;

(f) incurring indebtedness for borrowed money in excess of \$25,000; or

(g) capital expenditures and investments in excess of \$25,000.

IN WITNESS WHEREOF, the undersigned member has executed these Amended and Restated Articles of Organization this 12th day of March, 2002.


James Rodney Roberts, Manager


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TALLAHASSEE, FLORIDA

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 608.415 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 MARCH 2002


James Rodney Roberts,
Registered Agent

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TALLAHASSEE, FLORIDA

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