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LIMITED LIABILITY AMENDMENT

RATCLIFFE ORCHIDS, LLC

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Page Count	03
Estimated Charge	\$55.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 13, 2003

RATCLIFFE ORCHIDS, LLC
2501 SAND HILL ROAD
KISSIMMEE, FL 34747

SUBJECT: RATCLIFFE ORCHIDS, LLC
REF: L98000002974

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A statement that ^{this} the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Document Specialist

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**AMENDED and RESTATED ARTICLES
of ORGANIZATION of
RATCLIFFE ORCHIDS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the Articles of Organization of this limited liability Company have been amended and restated as follows: the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **RATCLIFFE ORCHIDS, LLC**, and its principal office and mailing address shall be located at **2501 Sand Hill Road, in the City of Kissimmee, County of Orange, State of Florida, 34747**, but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

**ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is **9100 So. Dadeland Blvd., Suite 504, Miami, County of Miami-Dade, State of Florida 33156**, and the name of the company's initial registered agent at that address is **Gary P. Simon**.

**ARTICLE III
PURPOSES AND POWERS**

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- . . 1. To engage in any activity or business authorized under the Florida Statutes.
- . . 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- . . 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- . . 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or

Gary P. Simon, Esquire
9100 S. Dadeland Blvd. Suite 504
Miami, FL 33156

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 MIAMI-DADE COUNTY, FLORIDA

department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

.. 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

.. 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

This document was duly executed and filed in accordance with Section 608.411, Fla Stat. **ARTICLE IV**

MANAGEMENT

This limited liability company shall be a **manager managed** company.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **RATCLIFFE ORCHIDS, LLC**. Executed by the undersigned at KISSIMMEE FL on 31st MARCH, 2003. Under penalties of perjury, the facts stated herein are true.

Print: Paul Phillips

Print: Mary Phillips

Gary P. Simon, Esquire
9100 S. Dadeland Blvd Suite 504
Miami, FL 33156
Phone 305-670-6750 Fla Bar No. 184309

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REGISTERED AGENT STATEMENT & ACCEPTANCE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified above submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the registered agent the limited liability company is **Gary P. Simon** and the street address of the company's registered office where the agent is located is **9100 So. Dadeland Blvd. Suite 504, Miami, FL 33156-7815**.

This statement is to acknowledge that the limited liability company above has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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. Under penalties of perjury, the facts stated herein are true.

Dated Aug 11, 2003



Gary P. Simon

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TALLAHASSEE, FLORIDA

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