

1000000002504
ROBERT J.M. SCRANTON
Attorney

Attorneys at Law

Voice Mail Extension 126
RSCRANTON@BRADENFR.COM

June 21, 2000

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: P & R HOLDINGS, LLC

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State please find the original and two (2) copies of the documents listed below on behalf of the above-referenced entity:

- ▶ Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida
- ▶ Certificate of Designation of Registered Agent/Registered Office

As required, also enclosed please find a Certificate of Good Standing issued by the Colorado Secretary of State on October 6, 1999. Finally, this firm's check in the amount of \$125.00 is enclosed for the required filing fee.

Please return a file-stamped copy of the Application to me in the enclosed self-addressed envelope, together with your letter of acknowledgment.

If you have any questions regarding this matter, or if any further information is required to complete this registration, please do not hesitate to contact me.

Very truly yours,

BRADEN FRINDT STINAR
RENFRO & JOLIVET LLC

Robert J.M. Scranton

/rjms
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

October 4, 2000

ROBERT J.M. SCRANTON
BRADEN FRINDT STINAR
P.O. BOX 1435
COLORADO SPRINGS, CO 80903

SUBJECT: P & R HOLDINGS, LLC
Ref. Number: W00000024078

FILED
00 DEC -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for P & R HOLDINGS, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1050.00.

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

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00052595

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. P & R HOLDINGS, LLC
(Name of foreign limited liability company)
2. COLORADO
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1517597
(FEI number, if applicable)
4. OCTOBER 6, 1999
(Date of Organization)
5. 100 YEARS
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NOVEMBER 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2445 JENNER COURT
COLORADO SPRINGS, CO 80919
(Street address of principal office)

FILED
DEC - 6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

<u>DANIEL P. RODA</u>	<u>ARVYD P. PETRUS</u>
<u>2445 JENNER COURT</u>	<u>1 BLUE FOX COURT</u>
<u>COLORADO SPRINGS, CO 80919</u>	<u>LITTLETON, CO 80127</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acquisition, development, leasing, managing, selling, and otherwise dealing in real estate.

Daniel P. Roda Managing Member

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Daniel P. Roda, Manager

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

P & R HOLDINGS, LLC

2. The name and the Florida street address of the registered agent and office are:

Jacqueline Nordell

(Name)

3301 Taylor Road

Florida street address (P.O. Box NOT ACCEPTABLE)

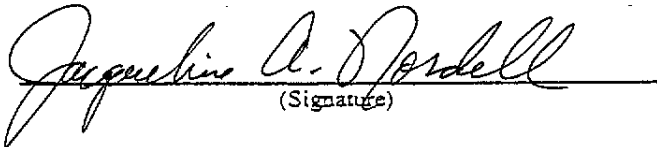
Punta Gorda,

FL 33950

City/State/Zip

FILED
09 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

P & R HOLDINGS, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19991187802 WAS FILED IN THIS OFFICE ON October 06, 1999
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: June 08, 2000

Donetta Davidson

SECRETARY OF STATE

BRADEN FRINDT STINAR RENFRO & JOLIVET LLC

Attorneys at Law

ROBERT J.M. SCRANTON
Attorney

Voice Mail Extension 126
RSCRANTON@BRADENFR.COM

November 27, 2000

Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
LL-10, The Capitol
Tallahassee, FL 32399

Re: P & R Holdings LLC

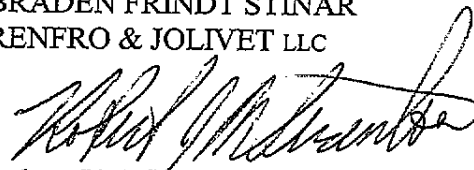
Dear Mr. York:

Enclosed please find the fee for the abovementioned entity and the facsimile transmission from you dated November 3, 2000.

FILED
NOV DEC - 6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

BRADEN FRINDT STINAR
RENFRO & JOLIVET LLC


Robert J.M. Scranton



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 719-635-2493

Please deliver the following pages to:

NAME: Robert J. M. Scranton

CLIENT: P & R Holdings LLC

CITY/STATE: Colorado Springs, Colorado

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
(850) 414-5514

DATE/TIME: 11/03/00 2:07 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: In response to our conversation of this date, we would offer to settle the issue of foreign non-qualified penalties and annual report fees due from P & R Holdings, LLC for the sum of \$550.00, reflecting penalties from 1999 assessed at the statutory minimum of \$500.00 per year, plus an annual report fee of \$50.00.

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue P & R Holdings, LLC, a Certificate of Authority to transact business in Florida. Please

FILED
NO DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 2000

ROBERT J.M. SCRANTON
BRADEN FRINDT STINAR
P.O. BOX 1435
COLORADO SPRINGS, CO 80903

SUBJECT: P & R HOLDINGS, LLC
Ref. Number: W00000024078

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Tammi Cline
Document Specialist

Letter Number: 800A00052595

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

00 DEC -6 PM 5:00

FILED

**mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol,
Tallahassee, Florida 32399-0250.**

**Please do not hesitate to contact me should you have any questions or require
further assistance.**

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
00 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

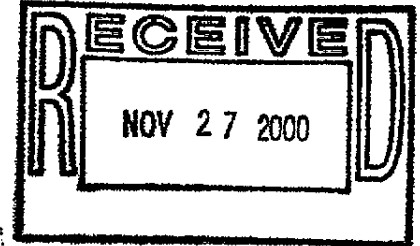
BRADEN FRINDT STINAR RENFRO & JOLIVET LLC

Attorneys at Law

ROBERT J.M. SCRANTON
Attorney

Voice Mail Extension 126
RSCRANTON@BRADENFR.COM

November 14, 2000



Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
LL-10, The Capitol
Tallahassee, FL 32399

Re: P & R Holdings LLC

Dear Mr. York:

I am writing you today regarding the above mentioned Colorado limited liability company and the attempt to register the entity in the State of Florida as a Foreign limited liability company. I would request that you extend the 30 day period for settlement pursuant to your letter dated November 3, 2000, by an additional 30 days to consider the comments contained in this letter.

P & R Holdings LLC, is a new LLC and is attempting to comply with your registration process. I cannot find in the Florida Statutes, the time period for registration, in that, P & R, notified the Secretary of State's Office of its intent to conduct business in the State of Florida and has met the requirements under § 608-503. Specifically, § 608.503(3), provides that a foreign limited liability company shall not (emphasis added) be denied authority to transact business in the state by reason of the fact that the laws of the jurisdiction under which such limited liability company is organized governing its organization and internal affairs differ from the laws of this state [Florida]. While you are not suggesting that there is a flaw in P & R's organizational structure, it would seem that the "intent" of the statute is to not deter a foreign LLC from registering if its home state laws differ from those in Florida. And, the section does not provide for a time frame for registration.

The penalty section you quote, § 608.502(4), provides that a "civil penalty" may be prescribed. No legal action has been taken against P & R in a court of law to impose any such penalty. The Secretary's office is only the collection agent in this process wherein the statute states "[t]he Department of State may (emphasis added) collect penalties due under this subsection. Thus, P & R would not seem to fit under the statute because it has voluntarily notified the Secretary's Office of its intent to operate as a foreign LLC and the statute does not give the Secretary's Office the power to impose civil penalties. Nor, has the Secretary's Office instituted any type of revocation proceedings pursuant to § 608.512. Thus, unless P & R is

Gerard T. York, Esq.
November 14, 2000
Page 2

subject to some sort of civil action and has failed to voluntarily register with the State of Florida, its status, or P & R has violated Florida Statutes relating to continued operation in the state as a foreign LLC, the civil penalty section would seem inappropriate to apply to a foreign LLC who voluntarily has asked the State of Florida to recognize its existence.

Even if the statutes were to give the Secretary's office the power use its administrative powers, by imposing civil penalties, it would seem that there would need to be some sort of adverse proceeding instituted to create such liability (e.g., actions pursuant to § 608.512). P & R has come to the Secretary in an effort to comply with the laws of the State of Florida by voluntarily notifying your office of its intent to do business. Colorado has no such penalty clause and as such, P & R is acting as it would in Colorado by notifying the Secretary of State's Office in a timely manner of its intent to register.

I would suggest that P & R be allowed to register for 1999 and 2000, and pay the normal fees for such registration. At no time has P & R been subject to any proceeding wherein a civil penalty would be imposed. And, thus I am requesting that the Secretary's Office allow P & R to comply with Florida Statutes and register without further delay or without the Secretary's Office attempting to collect a civil penalty for which I can find no legal authority to assert.

I would ask that you provide me with some sort of legal authority, such as, case law or statutory law that gives the Secretary's Office the power to impose civil penalties without due process. Your kind consideration of this matter is appreciated. I would also request that you forward this letter to the appeals agent/officer in your office.

Very truly yours,

BRADEN FRINDT STINAR
RENFRO & JOLIVET LLC


Robert J.M. Scranton

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00 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 719-635-2493

Please deliver the following pages to:

NAME: Robert J. M. Scranton

CLIENT: P & R Holdings LLC

CITY/STATE: Colorado Springs, Colorado

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
(850) 414-5514

DATE/TIME: 11/03/00 2:07 PM

NUMBER OF PAGES (including transmittal sheet):2

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Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue P & R Holdings, LLC, a Certificate of Authority to transact business in Florida. Please

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NO DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions or require further assistance.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

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CLIENT: P & R Holdings LLC

CITY/STATE: Colorado Springs, Colorado

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
(850) 414-5514

DATE/TIME: 11/03/00 2:07 PM

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NOV DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol,
Tallahassee, Florida 32399-0250.**

**Please do not hesitate to contact me should you have any questions or require
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If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

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FILED
00 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: November 2nd, 2000
SUBJECT: P & R HOLDINGS, LLC
REFERENCE: W00000024078

Pursuant to Mr. Scranton's letter of October 24th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 608, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

FILED
00 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRADEN FRINDT STINAR RENFRO & JOLIVET LLC

Attorneys at Law

ROBERT J.M. SCRANTON
Attorney

Voice Mail Extension 126
RSCRANTON@BRADENFR.COM

October 24, 2000

Tammi Cline, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Request for Review/Appeal

Dear Ms. Cline:

I am writing you today regarding your letter dated October 4, 2000, regarding P & R Holdings, LLC, Ref. Number: W00000024078, wherein you are requesting an additional fee of \$1050.00 for registration of the abovementioned foreign LLC.

P & R Holdings, LLC, is a Colorado limited liability company which was created solely to hold real property located in Florida for my clients, Dan and Joan Roda, who are residents of Colorado. The Roda's purchased real property in Florida in October and November of 1999. They first began rental of the residential real property beginning in mid-December 1999.

I am requesting that the Secretary review this file and waive the penalty as provided in your letter, in part, because the penalty exceeds the gross proceeds collected and is not commensurate with my client's failure to file for 1999. In the alternative, I would respectfully request that the Secretary allow my clients to file an amended statement for 1999 and register for that year.

Very truly yours,

BRADEN FRINDT STINAR
RENFRO & JOLIVET LLC


Robert J.M. Scranton

FILED
00 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 4, 2000

RE: P. & R. Holdings LLC

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1999 of \$50.00 and foreign non-qualified penalties of \$ 500.00 assessed at the statutory minimum of \$500.00 and wishes to be qualified to conduct its affairs in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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09 DEC -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA