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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

VISTA HERMOSA VENTURES LLC

Certificate of Status	0
Certified Copy	1
Page Count	15
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VISTA HERMOSA VENTURES LLC
REF: W00000012399

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ARTICLES OF ORGANIZATION OF
VISTA HERMOSA VENTURES LLC

ARTICLE I

NAME

The name of this Limited Liability Company shall be VISTA
HERMOSA VENTURES LLC.

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of 29
years commencing on February 15, 2000.

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ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of
transacting the business of venture capital and investment, and any
such other business as may be agreed upon by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business/and mailing address of this Limited Liability
Company shall be c/o MARGULIES AND RONES, P.A. 16105 N.E. 18
Avenue, North Miami Beach, Florida, 33162, and such other place or
places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company
shall be VICTOR K. RONES, ESQ. MARGULIES AND RONES, P.A., 16105
N.E. 18 Avenue, North Miami Beach, Florida, 33162.

[Handwritten signature]

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ARTICLE V

CONTRIBUTION TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of TWO HUNDRED SEVENTEEN THOUSAND AND NO/100 DOLLARS (\$ 217,000.00) which will be contributed by the members in the following amounts:

- 1) Jaime Woldenberg 23.96%
- 2) Moises Woldenberg 6.91%
- 3) Joseph Woldenberg 6.91%
- 4) Harry Woldenberg 6.91%
- 5) Jorge Woldenberg 23.04%
- 6) Roberto S. Woldenberg 18.43%
- 7) Idel Woldenberg 13.82%

No member shall be entitled to receive interest contribution to capital.

ARTICLE VI

MANAGEMENT OF BUSINESS

It is hereby provided that day to day operations and management involving operations of less than \$20,000 shall be made by the managers appointed pursuant to the Operating Agreement. The initial managers will be Roberto S. Woldenberg and Jorge Woldenberg, with either one having the power to act alone in the absence of the other. All operations and management involving operations of \$20,000 or more shall be made by 2/3 vote of the members.

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ARTICLE VII

OPERATING AGREEMENT

At the time of executing these Articles of Organization, the members of the Limited Liability Company have executed and adopted an operating agreement containing all provisions for the operation and management of this company not inconsistent with law or these articles.

ARTICLE VIII

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held within 90 days after the close of the company's fiscal year at such place as is selected by the members. Special meetings may be called in accordance with the requirements set forth in the Operating Agreement. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

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ARTICLE X

TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferee otherwise would be entitled.

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ARTICLE XI

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his pro-rata interest in the company. Losses shall be passed through to each member in the same proportion according to his pro-rata interest in the company.

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V above.

ARTICLE XII

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time on such terms and conditions as are set forth by a 2/3 approval of the members.

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ARTICLE XIII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the Operating Agreement.

ARTICLE XIII(A)

WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these Articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XIII(B)

EXPULSION OF MEMBER(S)

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a 2/3 vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

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(2) Failure to fulfill any other material obligation to the Limited Liability Company as specified in these Articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his material obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankruptcy or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing material damage to the Limited Liability Company.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a 2/3 vote of the other members upon giving the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

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ARTICLE XIV

DISSOLUTION, WINDING UP, LIQUIDATION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events unless the remaining members by a 2/3 vote, give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) Payment if Limited Liability Company is Continued. If remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) Value of Member's Interest. The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total

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of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution of capital; subsequent capital contributions and his pro rata share of earnings.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order;

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in respect to profits.

ARTICLE XV

NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

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ARTICLE XVI

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a 2/3 in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the 2/3 decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.



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IN WITNESS WHEREOF, the parties hereto have executed these articles of organization on February 15, 2000.

WITNESSES:

Alto Garg

Jaime Woldenberg

Ante L. Jarugosa

Moises Woldenberg

[Signature]

Joseph Woldenberg

Bianca A. Beames R.

Harry Woldenberg

Alto Garg

Joseph Woldenberg

Edward M. Kusch

Robert Woldenberg

Alto Garg

Idel Woldenberg

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TALLAHASSEE, FLORIDA

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STATE OF _____)
COUNTY OF _____)

SS.:

BEFORE ME, the undersigned authority, this day personally appeared, Jaime Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on February _____, 2000.

Notary Public, State of Florida

My Commission Expires:

STATE OF TEXAS)
COUNTY OF TEXAS)

SS.:

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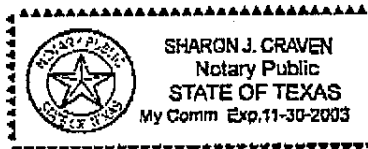
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BEFORE ME, the undersigned authority, this day personally appeared, Moises Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on ~~February~~ ^{MARCH} 16, 2000.

[Signature]
Notary Public

My Commission Expires: 11-30-2003



STATE OF _____)
COUNTY OF _____) SS.:

BEFORE ME, the undersigned authority, this day personally appeared, Joseph Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on February _____, 2000.

Notary Public, State of Florida

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF _____)
COUNTY OF _____) SS.:

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BEFORE ME, the undersigned authority, this day personally appeared, Harry Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on February _____, 2000.

Notary Public, State of Florida

My Commission Expires:

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TALLAHASSEE, FLORIDA

STATE OF FL)
COUNTY OF Dade) SS.:

BEFORE ME, the undersigned authority, this day personally appeared, Jorge Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on February May 8th, 2000.

Hilda Garza
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
HILDA GARZA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC574222
MY COMMISSION EXP. AUG. 13, 2000

STATE OF _____)
COUNTY OF _____) SS.:

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BEFORE ME, the undersigned authority, this day personally appeared, Roberto S. Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on ~~February~~ ^{March} 22, 2000.

Shanta Manhoralall
Notary Public, State of ~~Florida~~ NEW YORK

My Commission Expires:

SHANTA MANHORALALL
Notary Public, State of New York
No. 01MA5018273
Qualified in Queens County
Commission Expires Oct. 18, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FL)
COUNTY OF Dade) SS.:

BEFORE ME, the undersigned authority, this day personally appeared, Idel Woldenberg, who after being by me duly sworn, deposes and says that (he) is the person described in and who executed the foregoing Articles of Organization, and duly acknowledged to me that (he) executed same freely and voluntarily for the purpose therein expressed. Dr. Lic. W435-400-73-362-0

WITNESS my hand and official seal on February ^{May 8th}, 2000.

Hilda Garza
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
HILDA GARZA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC574222
MY COMMISSION EXP. AUG. 19, 2000

STATE OF _____)
COUNTY OF _____) SS.:

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Organization of VISTA HERMOSA VENTURES LLC, do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said Limited Liability Company.

DATED at North Miami Beach, Dade County, Florida, on February 15, 2000.


VICTOR K. RONES, ESQUIRE

Prepared by: Victor Rones
Margulies and Rones P.A.
16105 NE 18 Avenue
North Miami Beach, Florida 33162
(305)945-6522

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