

L03000023974

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000223894 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
Account Number : 12000000146  
Phone : (305)444-4994  
Fax Number : (305)444-4977

03 JUL -1 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND  
FILED

RECEIVED  
03 JUL -1 PM 1:08  
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BH 280, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

OB  
7-1-03

((H03000223894))

**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:  
**BH 280, L.L.C.**

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 2901 SW 8<sup>th</sup> Street, Miami, FL 33135. The Board of Managers may from time to time move the principal office to another address in Florida.

**ARTICLE III - Duration**

This Limited Liability Company is to exist perpetually. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by a manger and the name and address of the manager is:

<u>Name</u>	<u>Address</u>
Jose Boschetti	2901 SW 8 <sup>th</sup> Street Miami, FL 33135

**ARTICLE V - Membership**

Initially, the Limited Liability Company shall have the following member(s). The name, address and percentage membership interests are:

03 JUL - 1 PM 1:39  
SECRETARY OF STATE  
ALLAHABAD, FLORIDA  
AND  
FILED

((H03000223894)))

<u>Name</u>	<u>Address</u>	<u>Interest</u>
Hernandez Investment Group Holding Company, L.L.C.	701 Brickell Avenue Suite 2280 Miami, FL 33131	50%
BCP 280, LLC	2901 SW 8 <sup>th</sup> Street Miami, FL 33135	50%

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

**ARTICLE VI - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

**ARTICLE VII - Members Rights to Continue Business**

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

**ARTICLE VIII - Initial and Authorized Capital**

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article V. The authorized capital shall be \$1,000,000.00, but may be increased by amending these articles as provided in Article IX.

**ARTICLE IX - Amendment**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUL - 1 PM 1:39

FILED

(((CCH03000223894)))

**ARTICLE X - Registered Office and Registered Agent**

That BH 280, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Jose Boschetti as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 2901 SW 8<sup>th</sup> Street, Miami, Florida 33135.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County, State of Florida, this 30 day of June, 2003.

BH 280, L.L.C.

By:  \_\_\_\_\_  
Jose Boschetti, Manager

03 JUL -1 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(( (H03000223894)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That BH 280, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Jose Boschetti, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

\_\_\_\_\_  
Jose Boschetti  
Registered Agent

June 30, 2003

\_\_\_\_\_  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JUL -1 PM 1:39

ATTORNEY  
GENERAL