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B. KOHR
FEB 17 2009
EXAMINER

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2009 FEB 17 AM 9:37
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
FILED
09 FEB 17 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 02/17/2009

REF. #: 000166.100008

CORP. NAME: CARA-MIA OFFSHORE, LLC

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09 FEB 17 AM 10:15
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 529332 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
CARA-MIA OFFSHORE, LLC**

FILED
09 FEB 17 AM 10:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the authorized representative of the initial member of CARA-MIA OFFSHORE, LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I
COMPANY NAME**

The name of the company is CARA-MIA OFFSHORE, LLC.

**ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY**

The mailing address and the street address of the principal office of the Company is:

CARA-MIA OFFSHORE, LLC
18 West 178 Buckingham Lane
Villa Park, Illinois 60181

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Michael P. Hamaway, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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 Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII
MANAGEMENT

The Company shall be a member managed Company. Thomas Chambers shall be designated as the initial Managing Member of the Company.

ARTICLE VIII
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act or such other documents, rules, regulations or guidelines as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act or such other documents, rules, regulations or guidelines as may be adopted from time to time by the members of the Company.

IN WITNESS WHEREOF, the undersigned being the authorized representative of the initial member of the limited liability company hereby executes these Articles of Organization, this 16th day of February, 2009.

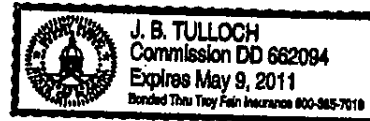


MARK R. WYSOCKI

STATE OF FLORIDA)
COUNTY OF BROWARD)

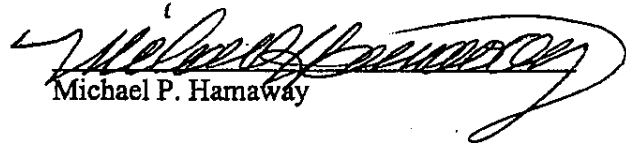
The foregoing instrument was acknowledged before me this 16th day of February, by MARK R. WYSOCKI, who is personally known to me or who has produced a Florida driver's license as identification.

J. B. Tulloch
Notary Public - State of Florida
My Commission Expires:
Commission Number:



Having been named as registered agent and to accept service of process for the above 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.

DATED this 16 day of February, 2009.


Michael P. Hamaway

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