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Division of Corporations

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Page 1 of 1

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DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**  
**THE VALLEY CHURCH DEVELOPMENT COMPANY, LLC**

Certificate of Status	1
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Page Count	03
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Electronic Filing Menu

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**ARTICLES OF ORGANIZATION  
OF  
THE VALLEY CHURCH DEVELOPMENT COMPANY, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is The Valley Church Development Company, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is:

2601 South Bayshore Drive, 10th Floor  
Miami, Florida 33133

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 2601 South Bayshore Drive, 10<sup>th</sup> Floor, Miami, Florida 33133 as the street address of the initial registered office of the Company and names Nibaldo J. Capote, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be a manager - managed limited liability company. The initial Manager of the Company shall be Willy A. Bermello.

**ARTICLE V.**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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**ARTICLE VI.**

**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII.**

**ADDITIONAL MEMBERS**

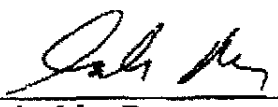
Additional Members shall be admitted in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII.**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of June, 2006.

  
\_\_\_\_\_  
Carlos Mas, Esq.  
Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for The Valley Church Development Company, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 16th day of June, 2006.

By: \_\_\_\_\_

Nivaldo J. Capote, Esq.

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