

#L13000175748

12/20/13

40 60 49

12/20/2013 14:57

#877 P 000 000

Division of Corporations

# Florida Department of State

## Division of Corporations 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.

(((H13000279932 3)))



H130002799323ABC3

**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) 617-6383

From:

Account Name : CALANDRINO LAW FIRM  
Account Number : I200900000062  
Phone : (407) 601-4905  
Fax Number : (407) 601-4910

FILED  
13 DEC 20 AM 6:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: Corporations@floridabusinesslaw.com

RECEIVED  
13 DEC 20 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FLORIDA LIMITED LIABILITY CO. HBC Ventures, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

K. SALY  
EXAMINER  
DEC 26 2013

FILED  
13 DEC 20 AM 6:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Organization  
of  
HBC Ventures, LLC**

The undersigned, pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

**1. Name**

The name of the limited liability company is HBC Ventures, LLC (the "Company").

**2. Period of Duration**

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

**3. Purpose**

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

**4. Addresses**

The mailing address for the Company is:

Calandrino Law Firm, P.A.  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

and the street address of the place of business for the Company is:

HBC Ventures, LLC  
1540 International Parkway  
Suite 2000  
Lake Mary, Florida 32746

These addresses may be changed from time to time as provided in the Company's operating agreement.

**5. Registered Agent**

The initial registered agent in Florida for the Company is:

Assured Compliance Services, LLC  
301 East Pine Street, Suite 950  
Orlando, Florida 32801

**6. Capital Contributions.**

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

**7. Members**

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

**8. Continuity of Business**

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

**9. Management**

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The names of the initial managers, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

Name  
HBC Facilities, LLC

Title  
Manager

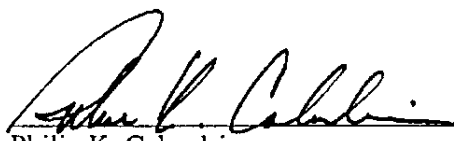
#### 10. Indemnification

Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

#### 11. Effective Date

Pursuant to §605.0207(5)(a), Florida Statutes, the effective date of organization is January 1, 2014.

Dated: December 20, 2013.

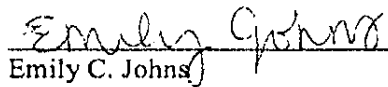
  
Philip K. Calandrino  
Authorized Representative of the Members

STATE OF FLORIDA    }  
                                  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 20<sup>th</sup> day of December, 2013 by Philip K. Calandrino, who is personally known to me.



EMILY JOHNS  
MY COMMISSION # EE 208497  
EXPIRES: June 14, 2018  
Bonded Thru Budget Notary Services

  
Emily C. Johns  
Notary Public – State of Florida  
My Commission Expires:

### Registered Agent Acceptance

Assured Compliance Services, LLC is familiar with and accepts the duties and responsibilities for said limited liability company.

ASSURED COMPLIANCE SERVICES, LLC

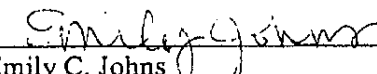
By:   
Philip K. Calandrino, Manager

STATE OF FLORIDA    }  
                                  } ss.  
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 20<sup>th</sup> day of December, 2013 by Philip K. Calandrino as duly authorized agent of Assured Compliance Services, LLC, who is personally known to me.



EMILY JOHNS  
MY COMMISSION # EE 208497  
EXPIRES: June 14, 2018  
Bonded Thru Budget Notary Services

  
Emily C. Johns  
Notary Public – State of Florida  
My Commission Expires: