

# L0100000

# 11435

6.

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22 STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. ARUBA, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

000004474050--4

07/13/01--01004--006

\*\*\*125.00 \*\*\*125.00

☐ Walk-In ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**REGISTRATION/  
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

01 JUL 13 AM 9:03

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 13 AM 9:49

FILED

Examiner's Initials

mtu  
7/13

**ARTICLES OF ORGANIZATION**  
**OF**  
**ARUBA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **ARUBA, LLC**, ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 920 Euclid Avenue, Apartment 1, Miami Beach, Florida 33139 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of a restaurant and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



**SPIEGEL & UTRERA, P.A.**

L A W Y E R S  
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

FILED  
01 JUN 13 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

#### **ARTICLE 7 - CAPITAL AND ADDITIONAL CAPITAL CONTRIBUTIONS**

The actual amount of cash contributed by the member(s) as of formation of the Company is \$. Thereafter each member shall make additional capital contributions to the Company only upon the unanimous consent of all the member(s) and pursuant to Florida Statute Section 608.412.

#### **ARTICLE 8 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager:	Sergio Coniglio
Vice Operating Manager:	Walter Greulach
Secretary:	Liliana Sereal
Treasurer:	Daniela Emery

whose addresses shall be the same as the mailing address of the Company.

#### **ARTICLE 9 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

FILED  
01 JUL 13 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

## ARTICLE 10 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

## ARTICLE 11 - MANAGEMENT

The Company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Sergio Coniglio  
920 Euclid Avenue, Apartment 1  
Miami Beach, Florida 33139

Walter Greulach  
920 Euclid Avenue, Apartment 1  
Miami Beach, Florida 33139

Liliana Sereal  
920 Euclid Avenue, Apartment 1  
Miami Beach, Florida 33139

Daniela Emery  
920 Euclid Avenue, Apartment 1  
Miami Beach, Florida 33139

FILED  
01 JUL 13 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

## **ARTICLE 12 - INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

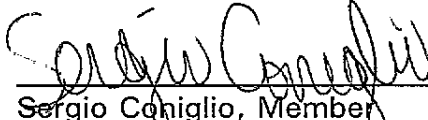


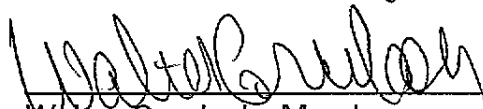
**SPIEGEL & UTRERA, P.A.**

LAWYERS  
[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this 12 July 2001.

  
Sergio Coniglio, Member

  
Walter Greulach, Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.



By:

Natalia Utrera, Vice President

FILED  
01 JUL 13 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605