

LO2000003499

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

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

1- CRISASHE, LLC

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

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

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

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-02/11/02--01046--012
****125.00 ****125.00

W02-4006

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Examiner's Initials: _____

RECEIVED
FEB 11 AM 11:31
2002-13021

OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 11, 2002

ATTORNEYS' TITLE

SUBJECT: CRISASHE, LLC
Ref. Number: W02000004006

We have received your document for CRISASHE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

Article VI lists the address for the registered agent, but it does not list the registered agent's name. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 602A00008365

APPROVED
AND
FILED
02/11/02 10:11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CRISASHE, LLC.
a Florida Limited Liability Company**

PREAMBLE

The undersigned do hereby associate under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited company shall be: CRISASHE, LLC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this limited company is:

(1) To engage in any activity or business permitted under the laws of the United States and the State of Florida, except business governed by other regulatory statutes.

ARTICLE III

LIMITED LIABILITY COMPANY POWERS

This Limited company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited to, power to:

(1) Make and enter into all contracts necessary and proper for the conduct of its business.

(2) Conduct business, have two or more Members with interest in the L.L.C., or more officers, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

(3) Purchase the corporate assets of any corporation and engage in the same character of business.

(4) Acquire, take, hold, sell and dispose of patents, copyrights, trade marks, licenses and any licenses or other assets or interests thereunder of therein.

(5) Acquire, take hold, sell and convey such property as may necessary in order to obtain or secure payment of any indebtedness or liability to it.

(6) Guarantee, endorse, purchase, deal in, hold, sell, transfer; mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other limited company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.

(7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board or Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the limited company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Management may deem expedient; and

(a) Provide in such instruments for transferring Corporate property of every kind and then nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and

(b) Provide in case of the sale of any property by virtue of any such instrument of or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.

(8) Lend and advance money, extend credit, take notes and any kind or nature of evidence or indebtedness therefor.

(9) Make gifts for educational, scientific or charitable purposes.

(10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil criminal, administrative, or investigative, other than one by or in the right of the limited company to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the limited company, or of any other limited company, partnership, Joint venture, trust, or other enterprise which he served as such at the request of the limited company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such

APPROVED AND FORWARDED:
DATE: 10/19/20
BY: [Signature]

action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the limited company or that he had reasonable grounds for belief that such action was unlawful;

- (b) By or in the right of the limited company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the limited company, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the limited company, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement or such action, or in connection an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the limited company. Such Person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the limited company unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
- (c) To the extent that a director, officer, employee or agent in the LLC., management, officer, employee or agent of the company has been successful on the merits or otherwise in defense or any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection therewith.
- (d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Members with interest in the LLC. who were not parties to such action, suit or proceeding.

(11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) of Subsection (14) upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the limited company as authorized by this section.

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(12) Indemnify any person, if the requirements of Subsections (14) and (15) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the LLC., both as to action in another capacity while holding such office and shall continue to a person who has ceased to be a Member, officer, employee, or agent of the limited company and shall inure to the benefit or the heirs, executors and administrators of such a person.

(13) Purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability assorted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited company would have the power to indemnify him against such liability under the provisions of Subsection (12).

(14) Enter into general partnerships, limited partnerships (whether the limited company be a limited or general partner), joint ventures syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth In its Articles of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

ARTICLE IV

TERM OF EXISTENCE

This limited company shall exist perpetually.

ARTICLE V

MEMBER WITH INTEREST IN LLC. AND MANAGEMENT

(1) The business of this limited company shall be conducted by the following Management Group designated by the Members with interest in the LLC. for such purpose. Corporate action shall be approved by a vote of a member of the Management Group.

(2) The name and street address of the member of the Management Group as appointed herein who shall also hold the following office for the first year if its existence and as elected thereafter is as follows:

<u>NAME</u>	<u>MANAGEMENT POSITION</u>	<u>ADDRESS</u>
Jorge Sanchez-Galarraga	Managing Member, President,	1313 Ponce de Leon Boulevard Suite 301 Coral Gables, Florida 33134

02 FEB 19 PM 12:23
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE

ALYSON
AMER
FILED

ARTICLE VI

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

CRISASCHE, LLC., desiring to organize under the laws of the State of Florida, has designated its principal office and mailing address at c/o Mendive & Associates, P.A. 250 Catalonia Avenue, Suite 705, Coral Gables, Florida 33134, and has named as its initial Registered Agent, Jorge Sanchez-Galarraga, whose address is c/o Mendive & Associates, P.A., 250 Catalonia Avenue, Suite 705, Coral Gables, Florida 33134.

ARTICLE VII

ORGANIZING MEMBER OF THE LLC.

The name and address of the person signing these Articles of Organization on behalf of the organizing member is:

ORGANIZING MEMBER

Jorge Sanchez-Galarraga

ADDRESS

c/o Mendive & Associates, P.A.
750 Catalonia Avenue, Suite 705
Coral Gables, Florida 33134-3343

ARTICLE VIII

ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

All existing members shall have first received notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date which the new member intends to join. Upon the 10th day or any time set in the written notice, all the existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of the new member. It shall be a condition that such new member deposits a sum equal to the percentage of paid in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority or the company attorney to deposit all the sums into the company's account and said amount shall be designated (additional) paid in capital.

02/19/19 PM 12:20

Approved
Jorge Sanchez-Galarraga

ARTICLE IX

**CONTINUANCE OF MEMBERSHIP AND RIGHTS OF MEMBER
IN CASE OF TERMINATION**

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member were still a participating member. Upon such occurrence the former member or his heirs, designee, trustee or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the then current value payable in five (5) equal annual installments. Current value shall be defined by the company's accountants which determination shall be final.

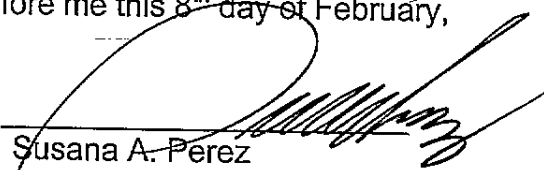


Jorge Sanchez-Galarraga

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared, Jorge Sanchez-Galarraga to me well known to be the person who executed the above and foregoing Articles of Organization of Cris Ashe, LLC., and being by me first duly sworn, depose and states that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 8th day of February, 2002.



Susana A. Perez
Notary Public State of Florida
My Commission Expires:



Susana A. Perez
Commission # CG 851658
Expires July 5, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

02 FEB 11 PM 12:20
NOTARY PUBLIC STATE OF FLORIDA

ATTEST
AMY
FRIED

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for Crisashe, LLC., at the address designated in the Articles of Organization of Crisashe, LLC., pursuant to the provisions of section 608.415, Florida Statutes, Jorge Sanchez-Galarraga, c/o Mendive & Associates, P.A., 250 Catalonia Avenue, Suite 705, Coral Gables, Florida 33134 (the "Registered Agent") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated this 8th day of February, 2002.



Jorge Sanchez-Galarraga

APPROVED
AND
FILED
02 FEB 12 PM 12:20
CORAL GABLES, FLORIDA
COUNTY CLERK