

LO2000010217

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Eastside Asset Management
Group LLC

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Certificate of Good Standing _____
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Name	
Examiner	DCC
Reviewer	DCC
Signature	
W. P. Verifier	DCC

Requested by: _____
Name _____ Date 4/29/02 Time 10:30

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ARTICLES OF ORGANIZATION OF EASTSIDE ASSET MANAGEMENT GROUP, L.L.C

The undersigned certifies that the individuals listed as members associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be EASTSIDE ASSET MANAGEMENT GROUP, L.L.C, and its principal office shall be located at Nine Island Avenue, Suite 1201, Miami Beach, State of Florida, 33139; but, it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as that set forth above.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or

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department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The company shall be managed by one (1) manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may

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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 person who shall serve as manager, until a successor is elected and qualified is as follows:

KAY MAUNSBACH	Nine Island Avenue, Suite 1201 Miami Beach, Florida 33139
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ARTICLE V

INITIAL OFFICERS

Pursuant to **Florida Statute 608.404**, the members of this limited liability company have chosen to designate the following individuals as the initial officers of this limited liability company:

KAY MAUNSBACH	President	Nine Island Avenue, Ste. 1201 Miami Beach, Florida 33139
HELEN LEEDS	Vice President	Nine Island Avenue, Ste. 1201 Miami Beach, Florida 33139
GENEVIEVE NEGLIA	Treasurer	39 Wooded Oak Lane East Hampton, New York 11937
RUTH GESSNER	Secretary	39 Wooded Oak Lane East Hampton, New York 11937

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ARTICLE VI

MEMBERSHIP RESTRICTIONS

No additional members shall be admitted to the company except with written unanimous consent of all the members of the company and on such terms and conditions as shall be determined by all the members, including but not limited to contributions required of the new members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for investment or other business purposes, as determined by unanimous consent of the members. Members will make contributions in shares to be determined by unanimous consent of the members.

ARTICLE VIII

PROFITS AND LOSSES

- (a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

KAY MAUNSBACH	35 %
HELEN LEEDS	35 %
GENEVIEVE NEGLIA	20 %
RUTH GESSNER	10 %

The distributive share of the profits shall be determined and paid to the members by the unanimous consent of the members.

- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in percentages set forth above.

ARTICLE IX

DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Nine Island Avenue, Suite 1201, Miami Beach, State of Florida, 33139, and the name of the company's initial registered agent at that address is KAY MAUNSBACH.

The undersigned, being the managing member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of EASTSIDE ASSET MANAGEMENT GROUP, L.L.C.

Executed by the undersigned on this 26 day of April, 2002.

WITNESS:

Erica N Hughes

MEMBER

Kay Maunsbach
KAY MAUNSBACH

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

WITNESS:

Erica N Hughes

REGISTERED AGENT:

Kay Maunsbach
KAY MAUNSBACH

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