

01/08/2003 14:57

3055963355

DREW S. SHERIDAN

PAGE 001

L03000000821

Florida Department of State
Division of Corporations
Public Access System

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.

((H03000011160 6)))

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) 205-0383

From:

Account Name : DREW S. SHERIDAN
Account Number : 072634000747
Phone : (305) 596-3368
Fax Number : (305) 596-3355

RECEIVED
TALLAHASSEE, FLORIDA

03 JAN - 8 14 8:19

FILED

LIMITED LIABILITY COMPANY

GALERIE D'ART NADER, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$130.00

L03-821
OK

H03000011160 6

ARTICLES OF ORGANIZATION OF GALERIE D'ART NADER, LLC

The undersigned subscribers to these Articles of Organization of GALERIE D'ART NADER, LLC, , natural personS competent to contract, hereby form a limited liability company for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is GALERIE D'ART NADER, LLC.

ARTICLE II - DURATION

Section 2.01. This Limited Liability Company shall exist for a duration of thirty (30) years from the date of execution of these Articles.

Section 2.02. This Limited Liability Company shall continue to exist and conduct its business despite the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or of the occurrence of any other event which terminates the continued membership of a member in the Company.0

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Limited Liability Company is organized are as follows:

- a. To engage in the business of art gallery and art framing.
- b. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Organization.

Section 3.02. Powers. The Limited Liability Company, subject to any specific written limitations or restrictions imposed by the Limited Liability Company Laws of the State of Florida or by these Articles of Organization, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida Limited Liability Company Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a limited liability company organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or

H03000011160 6

FILED
-8 / MAR 10
CLERK OF DISTRICT COURT
FLORIDA

H03000011160 6

interests in, any general or limited partnership, limited liability company, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the limited liability company created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Limited Liability Company may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Manager or Managers, subject to any specific written limitation or restriction imposed by the Limited Liability Company Laws of the State of Florida or by these Articles of Organization, shall direct the carrying out of the purposes and exercise the powers of the Limited Liability Company without previous authorization or subsequent approval of the members of the Limited Liability Company.

ARTICLE IV - CAPITAL

Section 4.01. Capital Contribution. The total amount of cash and property contributed to this Limited Liability Company is Seventy Five Thousand (\$75,000.00) Dollars.

Section 4.02. Additional Capital Contributions. No additional capital contributions shall be required of the initial members herein.

Section 4.03. Consideration. Authorized capital contributions may be paid for in cash or property at a just value to be fixed by the Managers of this Limited Liability Company at any regular or special meeting but shall not consist of services.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The Limited Liability Company shall be controlled and managed by the Managers herein named or hereafter elected by the Members by majority voted of the Members at

H03000011160 6

H03000011160 6

any meeting of the Members annually on February 1st or otherwise from time to time at such time as the Members may decide by majority vote.

Section 5.02. The Members may adopt Bylaws or Regulations governing this Limited Liability Company. The power to alter, amend, or repeal the Bylaws or Regulations or to adopt new Bylaws or Regulations shall be vested in the Members. The Bylaws or Regulations may contain any provisions for the regulation and management of the Limited Liability Company not inconsistent with the Limited Liability Company Laws of the State of Florida or of these Articles of Organization.

Section 5.03. Transactions with Managers. Any contract or other transaction between the Limited Liability Company and any firm, organization or corporation of which one or more of the Managers are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Manager or Managers at the Members or Managers meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Members and if the Members shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Managers to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office. The address of the initial registered office of the Limited Liability Company is 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134, Miami, Florida.

Section 6.02. Place of Business. The address of the initial business office of the Limited Liability Company is 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134, Miami, Florida.

Section 6.03. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, GALERIE D'ART NADER, LLC, has named MYRIAM F. NADER as its registered agent, to be at the address of the registered office of this Limited Liability Company, to accept service of process for this Limited Liability Company and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service of process and to serve as registered agent for this Limited Liability Company, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.



(SEAL)

Registered Agent

H03000011160 6

H03000011160 6

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the membership voting interests shall be necessary for the following company action:

- (a) Merger or consolidation of the Limited Liability Company.
- (b) Reduction or increase of the stated capital of the Limited Liability Company.
- (c) Sale of a major portion of the property or assets of the Limited Liability Company.
- (d) Dissolution or liquidation of the Limited Liability Company.

ARTICLE VIII - MANAGERS

This Limited Liability Company shall have two Managers initially:

MYRIAM F. NADER of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134
JOHN NADER of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134

The persons named as initial Managers shall hold office for the first year of existence of this Limited Liability Company or until such persons's successors are elected or appointed and have qualified, whichever occurs first. The number of Managers may be increased or diminished from time to time by the By-Laws or Regulations, but shall never be less than one. The Managers need not be residents of the State of Florida or Members of the Limited Liability Company.

ARTICLE IX - MEMBERS

Section 9.01. The initial Members of the Limited Liability Company and their respective ownership, voting control interests, and capital contribution in the Limited Liability Company shall be as follows:

	percentage ownership, voting control, capital contribution
MYRIAM F. NADER	33 1/3 %
of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134	\$25,000.00
JOHN NADER	33 1/3 %
of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134	\$25,000.00
GEORGE NADER JR.	33 1/3 %
of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134	\$25,000.00

Section 9.02. Profits. The Members shall be entitled to receive, when and as declared by the majority vote of the Managers or Members distributions of profits and capital payable either in cash or property in proportion to their stated percentage ownership interest, irrespective of capital contribution.

Section 9.03. New Members. The Limited Liability Company shall admit no new Members without the unanimous vote of the existing Members.

Section 9.04. Discontinuance of Membership. Upon the death, retirement, resignation,

H03000011160 6

H03000011160 6

expulsion, bankruptcy, incarceration for more than 90 days, unexplained disappearance or absence without response to reasonable notice by the Company for 180 days, legal incompetency for more than 90 days, or dissolution of a member, or of the occurrence of any other event which terminates the continued membership of a member in the Company, such Membership shall be deemed terminated upon the unanimous vote of the remaining Members for cause or upon written notice by such Member. In such event the Limited Liability Company shall distribute to such Member, his or her successors, heirs, assigns or legal representatives, such member's capital contribution, plus percentage ownership of retained earnings, plus the percentage ownership of the net profits of the Company for the year in which the membership was terminated within one year of the date of notice by such Member or the vote of the remaining Members. Upon payment thereof, the Company shall have no further liability to such discontinued or terminated Member.

ARTICLE X- CONTROL

Section 10.01. This Limited Liability Company shall be managed and controlled by the Managers herein named, or hereafter elected by the Members.

Section 10.02. The Managers must unanimously determine the accountants and accounting procedures to be employed by the Limited Liability Company. The Managers must determine by majority vote all substantial matters in the management and conduct of the business of the Limited Liability Company, including the hiring and discharge of employees and agents; determining reasonable salaries, benefits and terms of employment; and deciding upon the purchase, sale and acquisition of company assets and facilities. The Managers shall jointly sign all corporate bank accounts, contracts, agreements, loans, leases and encumbrances on behalf of the Limited Liability Company, unless otherwise determined in writing by a majority vote of the Managers.

Section 10.03. The Managers shall not change the primary business of this Company as stated in section 3.01(a) hereinabove, without a vote of the majority of Managers.

ARTICLE XI - INDEMNIFICATION

This Limited Liability Company shall have the authority, acting through its Board of Managers, to advance expenses to or indemnify any Manager, employee, agent or Member to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Members or Managers for the benefit or on behalf of the Limited Liability Company.

ARTICLE XII - AMENDMENT

This Limited Liability Company reserves the right to amend any provision of this Articles of Organization in the manner provided by law. Any rights conferred upon Members shall be subject to this reservation.

H03000011160 6

ARTICLE XIII - SUBSCRIBER

The name and street address of the persons signing these Articles of Organization as the Subscriber is:

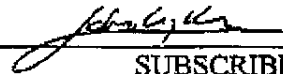
MYRIAM F. NADER of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134

JOHN NADER of 1911 Ponce de Leon Blvd. Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this January 8, 2003.



SUBSCRIBER



SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared MYRIAM F. NADER and JOHN NADER the Subscribers herein, who, executed the foregoing Articles of Organization and stated on oath that the contents thereof are true and correct, this January 8, 2003.

my commission expires:



NOTARY PUBLIC

☐ personally known

☒ identification produced Florida driver's licenses



03 JAN 08 11:18 AM
STATE OF FLORIDA
DADE COUNTY

FILED

H03000011160 6