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### LIMITED LIABILITY COMPANY

### HAHM PROPERTIES, LLC

| Certificate of Status | 0        |
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# ARTICLES OF ORGANIZATION OF HAHM PROPERTIES, LLC

The undersigned, for the purposes of forming a limited liability company under the laws of the State of Florida, hereby adopt the following Articles of Organization:

#### Article I

#### <u>Name</u>

The name of the limited liability company is HAHM PROPERTIES, LLC (The "Company").

# Article II Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

# Article III Nature of Business and Mailing Address

This Company is organized for transacting any lawful business in the State of Florida. The mailing address and the street address of the Company's initial principal office is 4002 NE 5th Avenue, Oakland Park, FL 33334.

# Article IV Initial Registered Office and Agent

The street address of the initial registered office of this Company is 4002 NE 5th. Avenue, Oakland Park, FL 33334 and the name of the initial registered agent of this Company at that address is HAROLD FLETCHER.

### Article V Capital Contributions

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate. The amount of capital which the initial Member has committed as his initial capital contributions is set forth in the Regulations and Operating Agreement. Additional capital contributions may be received and additional participation certificates issued at such times and in such

THIS DOCUMENT PREPARED BY: ERIC J. AURELIUS, Esq. 4367 N. Federal Hwy., #101 Fort Lauderdale, FL 33308

(954) 772-8222 Florida Bar No.: 159204 H0300028439 1

amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

- (b) No Member of this Company may transfer, sell, or assign his or her Membership Interest in the Company to any other person except as provided for in the Company's Regulation and Operating Agreement.
- (c) Notwithstanding the foregoing, there is currently only one Member of the Company, Harold Fletcher, who has contributed all the capital to the Company.

# Article VI Continuation on Death, Retirement, Etc. of Members

Members of the Company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of Marriage of a Member or upon the occurrence of any other event, which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company. Any heirs of Harold Fletcher may elect to continue the Company upon his death unless otherwise prohibited by Harold Fletcher.

#### Article VII

(a) This company shall be managed by one Managing Member who shall be appointed as provided for in the Regulations and Operating Agreement.

The Initial Managing Member, and his respective address is as follows:

Managing Member
HAROLD FLETCHER
4002 NE 5th Avenue, Oakland Park, FL 33334

- (b) Except as otherwise provided in the Regulations Operating Agreement, the Managing Member shall have the full authority to conduct the business of the Company.
- (c) No person or governmental body dealing with the Company shall be required to inquire into, or to obtain any other documentation as to, the authority of any Managing Member to take any action on behalf of the Company. Furthermore, any Person or governmental body dealing with the Company may rely upon a certificate signed by the Managing Member as to the following:
  - (i) The identity of the Managing Member or any Member;
  - (ii) The existence or non existence of any fact or facts that constitute a condition precedent to acts by the Managing Member or which in any other manner are directly or

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indirectly related to or otherwise involve the affairs of the Company;

- (iii) The person who is authorized to execute and deliver any instrument of document of the Company:
- (iv) Validity and enforceability of any Contracts or Agreements (including without limitation, employment contracts, financing agreements, security and mortgage agreements, promissory notes, lease agreements, financing statements) upon any terms and for any dollar amount(s) entered into by the Company.
- (v) Any act or failure to act by the Company on any other matter whatsoever involving the Company or any Member.

#### Article VIII Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation

IN WITNESS WHEREOF, the undersigned, HAROLD FLETCHER, as the sole Managing Member of HAHM PROPERTIES, LLC, has executed these Articles of Organization this 25 day of September 2003.

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25 day of , 2003 by HAROLD FLETCHER who has produced Fla. DRIVER

identification or is personally known to me.

My Commission Expires:

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# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S Chapter 608, as amended, HAHM PROPERTIES, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is HAHM PROPERTIES, LLC.
- 2. The name and street address of the registered agent in Florida are:

HAROLD FLETCHER
4002 NE 5th Avenue, Oakland Park, FL 33334

The undersigned, being the person named in the articles of organization of HAHM PROPERTIES, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

HAROLD FLETCHER Registered Agent

Dated: September \_\_\_\_, 2003

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