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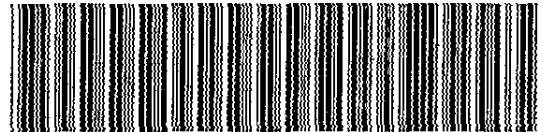
(Business Entity Name)

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JULIA A. BROWN



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 4, 2003

HARVEY ROGERS  
25 WEST FLAGLER STREET, SUITE 500  
MIAMI, FL 33130-1891

SUBJECT: SOHO LOFTS, LLC  
Ref. Number: W03000032307

We have received your document for SOHO LOFTS, LLC and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 803A00059877

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**HARVEY D. ROGERS, P.A.**

Attorney At Law  
Courthouse Plaza, Suite 500  
28 West Flagler Street  
Miami, Florida 33130-1891

Harvey D. Rogers, Esq.  
Nory Diaz, Esq.

Telephone: (305) 579-2100  
Facsimile: (305) 579-9711

E-Mail: [ROGERSLAW1@AOL.COM](mailto:ROGERSLAW1@AOL.COM)

October 27, 2003

Secretary of State  
Division of Corporation  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

***Re: Soho Lofts, L. L. C.***

Dear Sir/Madam:

Enclosed you will find an original and a copy of the Articles of Incorporation of the above corporation, our check in the amount of \$70.00 and a self-address stamped envelope.

Please have the Articles of Incorporation filed and remit a copy to our office in the self-addressed stamped envelope enclosed herein for your convenience.

Should there be any questions relating to the foregoing, please feel free to contact the undersigned.

Thank you for your cooperation in this matter.

If you have any questions, please feel free to contact the undersigned.

Sincerely,

Harvey D. Rogers, Esq.

HDR/mcr  
Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
SOHO LOFTS, LLC**

**ARTICLE I**

(Name of Company)

The name of this Limited Liability Company is: ***Soho Lofts, LLC***, hereinafter referred to as the "Company".

**ARTICLE II**

(Authorized Activity)

This Company is organized under provisions of Chapter 608, Florida Statutes, for the purpose of transacting and to engage in any activity or business specifically permitted under the Laws of the State of Florida and The United States of America.

**ARTICLE III**

(Address of Company)

The principal office, mailing address and registered office of the Company, until such time the same is changed and amended is: 2136 N.W. 1<sup>st</sup> Avenue Miami, Florida 33130.

**ARTICLE IV**

(Registered Agent, Registered Office & Registered Agent's Signature)

The name and the Florida street address of the Registered Agent, until such time the same is changed and amended is:

Name: ***Adrian N. Green***

Florida Street Address: 2136 N.W. 1<sup>st</sup> Avenue Miami, Florida 33130.

*Having been named as registered agent to accept service of process for the above stated Limited liability company at the place designated in the certificate, I hereby accept the appointment as the registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
***Adrian N. Green***

**ARTICLE V**  
(Duration of Company)

The duration of this Company shall be perpetual.

**ARTICLE VI**  
(Amendment to Articles and Regulations)

This Company reserves the right to amend, modify or repeal any of the provisions contained in these Articles of Organization and Company's Rules and Regulations promulgated or any amendment thereto by a vote of the majority of a prorata percentage of ownership interest held in the Company by its Members and not by a majority vote of Members, and any and all rights conferred upon the Members of this Company are subject to this reservation.

**ARTICLE VII**  
(Rules and Regulations Established)

Upon execution hereof, the Members of the Company have adopted Rules and Regulations relating to their agreement for their association in the operation, management and continuation of the business and the affairs of this Company which are not inconsistent with these Articles of Organization of the Company or applicable provisions of Federal or State laws.

**ARTICLE VIII**  
(Contribution of Capital)

The initial capital cash contribution, or other identified contributions in kind, as set forth in the accompanying Affidavit in compliance with Section 608.407(2), Florida Statutes, with the agreed upon cash valuation of the non-cash items to this Limited Liability Company, shall consist of the following Capital contributions by the following Members:

<u>Name of Member:</u>	<u>Contribution:</u>	<u>Percentage of Ownership:</u>
1. <i>Adrian N. Green</i>	\$ 1,000.00	50%
2. <i>Yves R. Barroukh</i>	\$ 1,000.00	50%

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. Contributions of capital shall be paid within 15 days after the filing of these Articles of Organization with the Department of State of Florida.

Additional capital contributions to equity in the Company, or loans made to the Company, shall be made or determined required, from time to time, based upon the needs of the Company as determined by its Members in conformity with the Company's Rules and Regulations.

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Failure to contribute capital as agreed, shall result in the individual or entity in default being removed as Member and the prorata share distributed to the remaining Members.

#### **ARTICLE IX**

(Management of Company Business)

All company powers and business affairs of the Limited Liability Company is to be managed under the direction of one or more Members, and by a majority of a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority vote of its Members who shall appoint the managing members. The names and address(s) of the initial Managing Members are:

Address:

1. *Adrian N. Green:* 2136 N.W. 1<sup>st</sup> Avenue Miami, Florida 33130.
2. *Yves R. Barroukh:* 2136 N.W. 1<sup>st</sup> Avenue Miami, Florida 33130.

#### **ARTICLE X**

(Transfer and Admission of Additional Members)

This Company shall initially have two (2) Members, the number of which may be increased or decreased from time to time, but shall never be less than two (2) Members. Members have the right to admit other members in compliance with the Rules and Regulations adopted and the terms and conditions therein set forth. However, unless amended, the Members by a prorata vote of the percentage of ownership interest held in the Company by its Members and not by a majority of its Members, may admit new Members.

A Member's interest in this Company may be transferred with the written consent of majority of the prorata vote of the percentage of ownership of the Members if the transferee intends to become a Member. Without written consent, if a transfer is effectuated, a transferee shall not be entitled to become a Member or participate in the management of the Company, but shall be entitled to a share of the profits or other compensation or return of contributions to which the transferor may have otherwise be entitled.

#### **ARTICLE XI**

(Member's Meetings)

Annual meetings of the Members shall be held on the first Tuesday of February of each year without call or notice at: the Company's Registered Office, at: 2:00 P.M., or if other wise noticed, at such times and places selected by the majority vote of the percentage of ownership of the Members. Special meetings may be called by a Member in accordance with the Rules and

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Regulations promulgated or at any time after giving 5 days written notice to the other Members of the date, time, and the purposes of the meeting. During any meeting, annual or special, minutes shall be kept and maintained by the Company.

#### **ARTICLE XII**

(Continuation of Business)

Members of the Company shall have the right to continue business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company as provided in the Rules and Regulations of the Company and by the substitution of a new Member, if statutorily required by the remaining Member or Members by a prorata majority vote of the percentage of the ownership interest in the Company. However, at no time shall the Company have less than two (2) Members.

#### **ARTICLE XIII**

(Division of Profits and Losses)

Members shall be entitled to the net profits arising from the operation of the Company's business according to the Member's prorata interest share in the Company. Similarly, losses shall be passed through to each Member according to the Member's prorata interest share in the Company.

#### **ARTICLE XIV**

(Title to Assets)

All property brought to, contributed to, transferred to, acquired or purchased by the Company, shall be held, owned and conveyance made in the name of the Company. Rules and Regulations of the Company shall designate an authorized agent for execution of contracts and other documents relating to property of the Company.

#### **ARTICLE XV**

(Amendments)

This Company shall have all the powers enumerated in the Florida Limited Liability Company Act as provided in Chapter 608, Florida Statutes and its amendments. Members by a prorata vote of a majority of the percentage of ownership, shall have the power to adopt, alter, amend or repeal the Articles of Organization and the Rules and Regulations of this Company in compliance with the Florida Limited Liability Company Act.

#### **ARTICLE XVI**

(Indemnification of Members)

The Company shall indemnify its Members, Agents or Managers, or any former Members, Agents or Managers, against expenses actually and reasonably incurred or in connection with the defense or an action, suit, or proceeding, whether civil or criminal, in which they are a party and to

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the full extent permitted by law for all acts done or made on behalf of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this  
23 day of Oct, 2003.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Name: Adrian N. Green

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Name: Yves R. Barroukh

STATE OF FLORIDA                                 }  
  } S.S.  
COUNTY OF MIAMI-DADE                     }

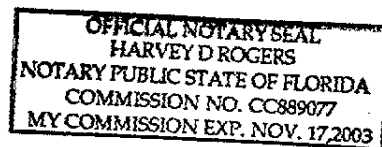
Acknowledged, Sworn to and subscribed before me this 23 day of Oct,  
2003, by: Adrian N. Green and Yves R. Barroukh, who did/did not take an oath.

Notary Public - State of Florida

My Commission Expires On: \_\_\_\_\_

Yves R. Barroukh,  
who is personally known: ☒ OR Produced Identification of: \_\_\_\_\_

Adrian N. Green,  
who is personally known: ☒ OR Produced Identification of: \_\_\_\_\_



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