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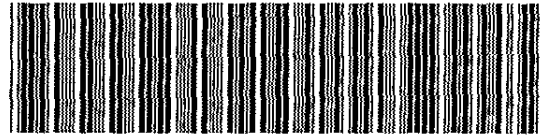
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** ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN COLORADO

May 21, 2004

MIAMI OFFICE.

1385 N.W. 15TH STREET
MIAMI, FLORIDA 33125-1621

PLEASE REPLY TO

BOCA RATON

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing fee; Articles of Organization; Hemingway JV, LLC

Dear Sir/Madam:

Enclosed please find a check for \$130.00 for the filing fee for the Articles of Organization for Hemingway JV, LLC.

Please direct communications in this matter to the Registered Agent, Libow & Muskat, LLP, at the above-referenced address and telephone number.

Very truly yours,

Libow & Muskat, LLP

Kevin T. Rabin

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04 MAY 25 12:23
TALLAHASSEE, FLORIDA

STATE of FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES of ORGANIZATION

First: Name.

The name of the Limited Liability Company is Hemingway JV, LLC.

Second: Address.

The business and mailing address of the Company's registered office in the State of Florida is as follows:

3110 N.E. 2nd Avenue
Miami, Florida 33137.

Third: Registered Agent.

The Company's registered agent is as follows:

Allen H. Libow, Esq.
Libow & Muskat LLP
3351 N.W. 2nd Avenue
Boca Raton, Florida 33431

Fourth: Manager(s) or Managing Member(s).

The Company initially shall be a member-managed limited liability company; provided that, either through an amendment to these Articles of Organization or through its membership agreement, the Members may elect to convert the Company to a manager-managed limited liability company.

The initial manager of the Company and his title shall be as follows:

<u>Title</u>	<u>Name and Address</u>
Managing Member	Aaron Newman 3110 N.E. 2 nd Avenue Miami, Florida 33137.

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Fifth: Duration.

The Company is not to have a specific effective date of dissolution.

Sixth: Purpose; Other Provisions.

Mission. The primary purposes of the Company are and shall be to receive, acquire, hold, own, manage, sell, and otherwise deal in stocks, bonds, other securities, other intangible assets, real property, personal property, and/or any other assets, for business and/or investment purposes, and to take any action that is necessary, proper, advisable, or convenient to accomplish these objectives as may be permitted for a limited liability company organized under Florida law. Without limiting the generality of the foregoing, the Company shall be authorized to invest in other companies or concerns anywhere in the world.

In effectuating its objectives, the Company to the extent permissible under Florida law shall serve to facilitate or provide for, among other things, the protection of its assets against creditors of any Member of the Company, and the deterrence and expeditious resolution of any disputes or actions among Members with respect to the Company's assets. The Company's assets are vital to the success of its business and investment activity and are necessary for it to produce income and profit for the benefit of all Members.

The Company may engage in any other business or investment activity determined necessary or advisable by the Members, provided that such action is not in violation of the laws of the United States, the State of Florida, or any other State within the United States.

Regulations. Within a reasonable period of time, not to exceed four (4) weeks, after formation of the Company, the Company's initial Member/s shall adopt an operating agreement (regulations) for the concern.

Membership Vote; Amendment. Except as explicitly stated otherwise in the membership agreement of the Company, any action (including the amendment or repeal of these Articles of Organization, either in whole or in part) that requires the approval of the Members shall require an affirmative, simple majority vote in writing by a simple majority of the Members.

The term "simple majority" for purposes of these Articles of Organization shall mean membership interests representing fifty-one percent (51.00%) of all outstanding membership interests in the Company's capital and profits, provided that the Company has only a single class of membership interests outstanding. If and when the Company has two (2) or more classes of membership interests outstanding, then the term "simple majority" for purposes of these Articles of Organization shall mean membership interests

representing fifty-one percent (51.00%) of all outstanding voting membership interests.

Under penalty of perjury, I declare that I have read the foregoing Articles of Organization, know the contents thereof, and confirm the truth and correctness of the facts stated therein. In witness whereof, the undersigned has executed these Articles of Organization of Hemingway JV, LLC on this 21st day of May, 2004.

By:

ALLEN H. LIBOW

Date:

21/5/04

As:

Attorney in Fact

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept the appointment as 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 for in Chapter 608, Florida Statutes.

Registered Agent

Date

21/5/04

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TALLAHASSEE, FLORIDA