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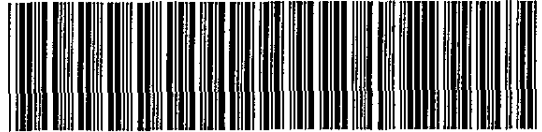
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ELADEER, LLC

The enclosed Articles of Organization and below listed fees are submitted for filings in the form of check no. 1062 for the total amount of \$160.00 made to the **Florida Department of State.**

Filing Fees:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$ 5.00 Certificate of Status
\$160.00 Total Amount

Please return all correspondence concerning this matter to the following:

Rachel V. Rao, Attorney
Hispanic Coalition Corp.
5659 West Flagler Street
Miami, Florida 33134-1072

For further information concerning this matter, please call:

Rachel V. Rao at (305) 262-0060

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida

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**ARTICLES OF ORGANIZATION
OF
ELADEER, LLC**

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

ARTICLE I

Name:

The name of the Limited Liability Company is:

ELADEER, LLC

ARTICLE II

Address:

The mailing address and street address of the principal office of this Limited Liability Company is:

**19015 NE 18th Avenue
North Miami Beach, Florida 33179**

ARTICLE III

Purpose 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 this 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 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 provision of these Articles; and to hold, utilize, and in any manner dispose of the rights and property as 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

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any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any 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 IV

Management:

Unless otherwise provided in the Operating Agreement of the Company, the Company shall be manager managed. The names and addresses of the initial Managing Member and Members is as follows:

Title:

Name and Address

Managing Member

Karen Cohen Elazar
19015 NE 18th Avenue
North Miami Beach, Florida 33179

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MIAMI BEACH, FLORIDA

ARTICLE V

Members:

A membership participation certificate may evidence each Member's interest in this Company.

No member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person unless a majority-in-interest of the members consent in writing to the transfer, sale or assignment of the Membership Interest.

New members who take their interest directly from the company shall only be admitted with the written consent of the majority-in-interest of the members. New members who take their interest by assignment, inheritance, or operation of law will be admitted only upon written consent of the majority-in-interest of the members.

ARTICLE VI

Duration:

This company shall exist as of the date of filing of these Articles with the Secretary of State of the State of Florida. This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Articles of Agreement adopted by the members.

ARTICLE VII

Indemnification:

This Limited Liability Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person (member, manager, director, officer or trustee) who was or is a party or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless such person breached or failed to perform his or her duties as a manager, member, officer, director, of this Company and such breach constitutes:

(1) A violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or

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(2) Recklessness or an act of omission which was committed with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgement or other final adjudication against a manager, member, director, officer of this Limited Liability Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law. However, such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer and shall inure to the benefit of the estate, heirs, personal representative, beneficiaries, executors and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Nothing in these Articles of Organization shall obligate Eladeer, LLC to indemnify any of its employees or agents or other persons that are not members, managers, directors or officers of this company for any legal action against them.

ARTICLE VIII

Reimbursement of Cost of Forming Company:

This Limited Liability Company shall reimburse the costs for filing the Articles of Organization and any incidental costs including attorney fees to Karen Cohen Elazar upon submission of proof of payment/receipts for the relevant expenses.

ARTICLE IX

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.

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TALLAHASSEE, FLORIDA

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ARTICLE X

Initial Registered Agent and Office:

The name and the Florida street address of the registered agent are:

Mr. Yosef Elazar
19015 NE 18th Avenue
North Miami Beach, Florida 33179

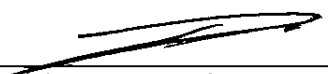
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the 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.



Yosef Elazar, Registered Agent

Under penalties of perjury, I declare that I have read the foregoing Articles of Organization for Eladeer, LLC and that the facts stated in it are true.

Date: 11/16/2004



Karen Cohen Elazar, Managing Member

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