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LIMITED LIABILITY COMPANY

EPJ INVESTMENTS, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
EPJ INVESTMENTS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be EPJ INVESTMENTS, LLC. ("Company").

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business of the Company in Florida shall be 2655 Le Jeune Road, Suite 309, Coral Gables, Florida 33134

The mailing address of the initial principal office of the Company shall be P.O. BOX 941147, Miami, Florida 33194.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall be perpetual from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in the business of real estate investment, land development and residential construction and any and all lawful business, and to do those things that are necessary or proper in connection with said activities, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the business of the Company and in connection with any other proper business activity in which the Company may engage.

(b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

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2005 JAN 19 P 12:30

(c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Company may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on limited liability companies by the laws of the State of Florida.

(f) To invest the funds of the Company in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Company.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its business or that arise otherwise, and at all times comply with the provisions of the Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

#### ARTICLE 6 - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is the law office of Jorge Galvez-Priego, P.A. located at 2655 Le Jeune Road, Suite 309, Coral Gables, Florida 33134, and telephone number (305)416-9668. The name and address of the registered agent of this Company at the aforementioned address is Jorge Galvez-Priego, Esq.

#### ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other

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member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 8 - TERMINATION OF EXISTENCE**

2005 JAN 19 12:30  
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The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Operating Manager of the company is Jorge Galvez-Priego, whose address is the same as the principal office of the Company.

**ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the

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ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this January 18, 2005.

Authorized Representative of the Members

By:

Signature

Printed Name

*Jorge Galvez Priego*  
 Jorge Galvez Priego, Authorized representative.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**

**IN ARTICLES OF ORGANIZATION**

The undersigned, being the person named in the articles of organization of EPJ INVESTMENTS, 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 and agrees to act in said 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 under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

REGISTERED AGENT

*Jorge Galvez Priego*  
 Jorge Galvez-Priego, Esq.

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