

050000063829

Florida Department of State
Division of Corporations
Public Access System

(4)

Electronic Filing Cover Sheet

6/27

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000156629 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

M. HODGES

RECEIVED

05 JUN 27 PM 12:15

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

The Vizcayans, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

05 JUN 27 PM 3:26

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF ORGANIZATION
FOR
THE VIZCAYANS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

The Vizcayans, LLC

ARTICLE II - Address:

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

3251 South Miami Avenue
Miami, Florida 33129

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Joel M. Hoffman
Executive Director, Vizcaya Museum and Gardens
3251 South Miami Avenue
Miami, Florida 33129

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 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, FS.


Registered Agent's Signature

ARTICLE IV- Managers:

The Vizcayans, LLC is a manager-managed limited liability company as defined in section 608.402(19) of the Florida Statutes, and is managed by a three-member management committee initially comprised as follows:

<u>Name:</u>	<u>Address:</u>
Joel M. Hoffman, Manager	3251 South Miami Avenue Miami, Florida 33129
Irma Reboso Solares, Manager	777 Brickell Avenue, Suite 500 Miami, Florida 33131
John A. Hinson, Manager	1111 Brickell Avenue, Suite 2300 Miami, Florida 33131

ARTICLE V- Tax Status and Purposes:

A. The Vizcayans, LLC is a single-member limited liability company, organized in conformity with section 608.471 of the Florida Statutes, and organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law).

B. The Vizcayans, LLC has all powers granted to a limited liability company under the Florida Limited Liability Company Act and the power to do all things necessary, proper, and consistent with maintaining tax-exempt status under section 501(c)(3) of the Code.

C. For purposes of the Code, no part of the net earnings of The Vizcayans, LLC may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in The Vizcayans, LLC. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of The Vizcayans, LLC are limited to reasonable amounts. No part of the activities of The Vizcayans, LLC may consist of "attempts to influence legislation" within the meaning of section 501(c)(3) of the Code. The Vizcayans, LLC shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of these Articles, The Vizcayans, LLC shall not carry on any activity not permitted to be carried on by: (1) an organization exempt from federal income tax under section 501(c)(3) of the Code; or (2) an organization contributions to which are deductible under sections 170, 2055, and 2522 of the Code.

11 In the event of the liquidation, dissolution, or winding up of the affairs of The Vizcayans, LLC, whether voluntary, involuntary, or by operation of law:

1. none of the property of The Vizcayans, LLC nor any proceeds thereof may be distributed to or divided among any of the Managers of The Vizcayans, LLC or inure to the benefit of any individual; and

2. after all liabilities and obligations of The Vizcayans, LLC have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of The Vizcayans, LLC must be distributed to The Vizcayans, LLC's member or one or more organizations formed and operated to carry out purposes similar to those of The Vizcayans, LLC, but only if such organization or organizations are organized and operated exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Code.

REQUIRED SIGNATURE:



Signature of an authorized representative of a member

(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.)

James W. Murphy
Typed or Printed Name of Signer