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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**capital cigars llc**

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**ARTICLES OF ORGANIZATION OF  
CAPITAL CIGARS LLC**

The undersigned certifies that he has associated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is further declared that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
COMPANY NAME**

The name of this limited liability company shall be CAPITAL CIGARS LLC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

CAPITAL CIGARS LLC shall have its principal office located at 4261 N.W. 107<sup>th</sup> Avenue, Doral, County of Miami-Dade, State of Florida, 33178, but it shall have the power and authority to move its office from this location or establish branch offices at any other place or places as the members may designate.

**ARTICLE III  
PURPOSES AND POWERS**

A. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida, and in addition to the purpose, activity and 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 the 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 forth 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 property, business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of lawful business; and to hold, utilize, and in any manner dispose of the rights and property so 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

This Instrument was prepared by:  
Remier Cruz, Esq.  
300 Sevilla Avenue  
Suite 301  
Coral Gables, Florida 33134

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domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of 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 for itself or as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for itself or 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.

B. 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.

C. 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, nor shall it restrict the limited liability company from performing any legal activity authorized by law.

#### **ARTICLE IV MANAGEMENT, EXERCISE OF POWERS AND AMENDMENTS**

The company shall be initially organized with one Member, whose names and address is as follows: FRANK ORTEGA 4424 N.W. 109<sup>th</sup> Passage, Miami, Florida 33178.

All limited liability company powers shall be reserved to, exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company.

This or any other Article contained in this Articles of Organization, including, without limitation, the right to have the company powers exercised by managers, may be amended from time to time by a unanimous vote of the members of the limited liability company.

**ARTICLE V**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

No new member shall have the right to participate in the management of the business and affairs of the Company, unless unanimously admitted as a member with the new members rights of participation in said management being under such terms, conditions and limitations and as per unanimous decision of the members.

**ARTICLE VI**  
**LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE VII**  
**DURATION**

This limited liability company shall exist perpetually until dissolved by the Members, upon an event of dissolution according to the terms of the company's regulations or Operating Agreement, dissolved in a manner provided by law, or if the regulations are in conflict with Florida law, then in a manner provided by law.

**ARTICLE VIII**  
**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the initial members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE IX**  
**PROFITS AND LOSSES**

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

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Each member shall be entitled to an equal distributive share of the profits when and as unanimously determined by the members. The distributive share of the profits shall be determined and paid to the members when and as unanimously determined by the members.

B. *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares when and as unanimously determined by the members.

#### **ARTICLE X RESERVATION OF POWER TO ADD MEMBERS**

The company shall have the right to add additional Members as authorized by law or in accordance with the terms of its operating agreement.

#### **ARTICLE XI INDEMNIFICATION**

A. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

B. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the

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final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

**ARTICLE XII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4261 N.W. 107<sup>th</sup> Avenue, Doral, County of Miami-Dade, State of Florida, 33178, and the name of the company's initial registered agent at that address is Frank Ortega.

**THE UNDERSIGNED**, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of, CAPITAL CIGARS LLC.

Executed by the undersigned at Miami, Miami-Dade County, Florida, on this 28 day of July, 2006 and acknowledged them to be my act.

**MEMBER:**

  
Frank Ortega

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of July, 2006, by FRANK ORTEGA, who did execute the foregoing Articles of Organization as a member, who is personally known to me or who produced a \_\_\_\_\_ as identification.

MY COMMISSION EXPIRES:



MEINER CRUZ  
MY COMMISSION # DD 175274  
EXPIRES: January 3, 2007  
Bonded thru Budget Notary Services

  
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