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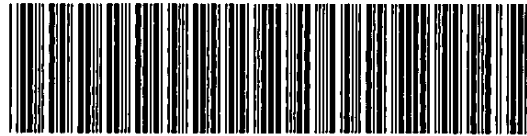
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TRANSALPINA HOLDINGS LIMITED LIABILITY CO.
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAUL DI CIERI-CAMBON

(Name of Person)

C/O Giovanni Pisacane, Esq.

(Firm/Company)

Via San Benedetto 3

(Address)

Bergamo (BG) - Italy

(City/State and Zip Code)

For further information concerning this matter, please call:

Gillian Beach Di Cieri

(Name of Person)

at (561) 602-6600

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 18, 2006

PAUL DI CIERI-CAMBON
C/O GIOVANNI PISACANE, ESQ.
VIA SAN BENEDETTO 3
BERGAMO (BG) ITALY,

SUBJECT: TRANSALPINA HOLDINGS LIMITED LIABILITY COMPANY
Ref. Number: L06000100247

We have received your document for TRANSALPINA HOLDINGS LIMITED LIABILITY COMPANY and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cant change the effective date by filing an amendment you would have to file Articles of Correction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 106A00062068



**TRANSALPINA
HOLDINGS LLC**

Articles of Amendment

Of

Articles of Organization

Of

***Transalpina Holdings
Limited Liability Company***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the Chapters 608.411, 608.4081 & 608.409(2) of the Florida Statutes, the undersigned person acting as a Member of the above mentioned Limited Liability Company (hereafter referred to as "the Company"), hereby amends the Articles of Organization filed on October 13, 2006 and assigned document number L06000100247 as follows:

Article I

The new name of the Company is **TRANSALPINA HOLDINGS LLC**

Article II

The new oversea operating and mailing address of the Company is:

Paul Di Cieri-Cambon
C/O Giovanni Pisacane, Esq.
Via San Benedetto 3 BERGAMO (BG) - Italy
Phone: 035 210156 - Fax: 035 240487

Article III

In principal, the purpose of the Company is to carry on any and all lawful business. It is hereby given furtherance to the acquisition and holding of real estate properties located worldwide and/or any states of the United States of America. In addition, another main purpose of the company is to pursue the acquisition, holding, management, operation, leasing, financing, refinancing, development and sale of other business entities located worldwide or in any states of the United States of America.

Article IV

The existence of this Limited Liability Company is perpetual.

Article V

New Registered Agent, Member and Managers

1. The new name and address of the Registered Agent of the company is **Gillian Beach Di Cieri**, DOB: 01/22/1969, domiciled in 817 34th Street, West Palm Beach, Florida 33407.
2. The sole Member of the Company at the time of signing these Articles of Amendment is **Sonja Christine Di Cieri-Cambon**, DOB: 02/22/1969, domiciled in Via Tosco Romagnola 65, I-56012 Calcinai, Italy.
3. The Managers of the Company are **Paul Di Cieri-Cambon**, DOB: 04/04/1970, domiciled in Via Tosco Romagnola 65, I-56012 Calcinai, Italy and **Carmen Cambon Martínez**, DOB: 05/22/1944, domiciled in Via Tosco Romagnola 65, I-56012 Calcinai, Italy.

Article VI

Group

1. The Members of the Company may elect to place their participations together with those of other related entities under a single management and structure them as a group.
2. The details shall be set forth in an Operating Agreement.

Article VII

Declaration of Non-Resident Status

The Company and its Members do qualify as non-Florida residents for tax purposes for the term for which these Articles of Amendment are submitted. In furtherance, and should any of its members qualify as Florida resident for some future term, they shall then file a new set of Articles of Amendment in order to update their Florida residency classification.

Article VIII

Increase of participation capital

1. Increases of the participation capital are governed by the Chapter 608.4211 "Contributions to capital and liability for contribution" of the Florida Statutes.
2. Furthermore, the rules set out in the Chapter 608.412 "Supplemental affidavit of capital contributions" of the Florida Statutes shall apply to these Articles of Amendment.
3. A General Meeting Resolution may, to the extent permitted by law, place the responsibility for setting forth the conditions of increasing the participation capital of the Company, as well as the liabilities that it entails, on the Members of the Company.

Article IX

Conversion of participations

Except as provided in the regulations, a member is obligated to the limited liability company to perform any enforceable promise to convert any participation into cash or property or to perform services, even if he or she is unable to perform because of his or her death or disability or any other reason. If a member does not make the required contribution of property or services, he or she is obligated, at the option of the limited liability company, to contribute cash equal to that portion of the value, as stated in the records of the limited liability company required to be kept pursuant to these Articles of Amendment, of the stated contribution that has not been made.

Article X

Participation capital

1. The participation capital amounts to United States Dollars 100,000.00 (one-hundred-thousand-and-00/100). It's divided into 100,000.00 fully paid-up participation units with a par value of United States Dollars 1.00 each.

2. Each participation certificate entitles the holder to a share of the profit shown in the balance sheet and to a share of any liquidation proceeds, both in proportion to its par value.

Article XI

Increase of participation capital

1. A General Meeting Resolution may resolve to create additional participation capital, including by way of "authorized increases" and "conditional increases"; and may resolve to split it into partial amounts and to determine the par value.
2. A General Meeting Resolution may only issue registered participation certificates.
3. A General Meeting Resolution may, to the extent permitted by law, place the responsibility for setting forth the conditions of issuing new participation certificates on the Members and/or Managers of the Company.
4. The allocation of participation certificates may not exceed the amount of the participation capital subscribed by the Company.

Article XII

Profit sharing certificates

1. The Company may, to the extent permitted by law, issue profit sharing certificates or convert existing participation certificates into profit sharing certificates.
2. The rights attached to such profit sharing certificates without par value shall be described in the Articles of Association.
3. Furthermore, chapter 608.4261 "Sharing of profits and losses" of the Florida Statutes shall apply.

Article XIII

Pre-emptive rights

1. A General Meeting Resolution may, for valid reasons, restrict or withdraw the pre-emptive rights for newly issued participation certificates.
2. In the event of a conditional increase of capital, a General Meeting Resolution shall resolve on the restriction or withdrawal of the right to advance subscription in accordance with the Florida Statutes.
3. If unallocated issuance of participation certificates and the participation capital are increased simultaneously and in the same proportion, Members may only subscribe their allocated percentage of participation certificates.

Article XIV

Participation certificates

1. A Member has the right to request printing and delivery of participation certificates qualifying him as the holder of the participations printed in said certificate. Furthermore, a Member may, at any time, request issuance of a written confirmation on the participations held by him.
2. The Company may, at any time, print participation certificates qualifying participation holders as one-way-certificates as well as issue certificates representing several participations. Participation certificates shall be issued by applying original or facsimile signatures of a minimum of one Member and/or Manager with signatory powers.
3. The Company may invalidate and destroy, without issuing any replacement, any share certificates qualifying as securities or one-way-certificates issued and returned to it.
4. Participation certificates shall be issued by applying original or facsimile signatures of, at least, one of the Company's Member and/or Manager with signatory power. Certificates representing the allocation of one or several participation units may be issued.

Article XV

Transfer of ownership

4. Only a person or entity registered as a holder of participation certificates is recognized as a Member. The membership rights are governed by chapter 608.432 "Assignment of member's interest" of the Florida Statutes.

Article XVI

Restrictions for the transfer or assignment of ownership

A Registration as full Member.

1. Acquirers of registered shares shall, subject to the following transfer restrictions, be registered by name, citizenship, residency status, address and date (if applicable) of registration as full Member with voting rights.
2. Company participations are assignable in whole or in part except as provided in the articles of organization and any of its amendments thereafter or in the Company's operating agreement. The assignee of a member's interest shall have no right to participate in the management of the business and affairs of a limited liability company except as provided in the articles of organization or operating agreement.
3. Only persons registered as full Members are recognized by the Company and are entitled to all membership and ownership rights conveyed by a registered Member.
4. An assignee who becomes a Member has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under the articles of organization, the Company's operating agreement, and these Articles of Amendment. An assignee who becomes a member also is liable for the obligations of the assignee's assignor to make and return contributions as provided in s. 608.421 and wrongful distributions as provided in s. 608.428 of the Florida Statutes. However, the assignee is not obligated for liabilities which are unknown to the assignee at the time the assignee became a member and which could not be ascertained from the articles of organization or the operating agreement.
5. There are no restrictions to acquire, purchase, redeem, or otherwise, any membership interest or other interest of a member or manager of the Company.

B Registration of individuals exceeding the percentage thresholds

The Company Members and/or Managers shall register an individual as true participation holder even if such individual exceeds the percentage thresholds,

- a) if such individual was, as per October 16, 2006, registered in the Member's Registry Records on its own as Member of at least 50% of the subscribed participation capital, or
- b) if such individual is the spouse, child or descendant or the brother or sister of a person as defined in lit. a above, or
- c) To the extent such individual has directly acquired participations registered in the Member's Registry Records with voting rights by way of inheritance, division of estate or matrimonial property law.

C Registration of legal entities exceeding the percentage thresholds

1. The Company Member and/or Managers shall register a legal entity in the Member's Registry Record as a full participation holder even if such legal entity exceeds the percentage thresholds, if such legal entity

- a) Was registered as a holder of participations in the Member's Registry Records on October 16, 2006, and
 - b) On October 16, 2006 as well as at the date of the new application for registration, was and is controlled by individuals known to meet generally accepted good moral standards.
2. However, such registration shall only be made if the acquirer undertakes in a written statement addressed to the Company, to inform the Company Members without delay and in writing of any change of control. And, in addition, if with regard to the participations to be registered in excess of the percentage thresholds, the legal entity
- a) Agrees in writing to be cancelled as a full participation holder in the event of a change of control, and
 - b) For such event grants in writing a right of first refusal, as set forth by the Company's Managers and other Members (if applicable)
 - c) Arranges for the participations to be held in escrow with an independent third party.
3. Not regarded as change of control! Are:

- a) The transfer of control to persons or entities meeting the requirements set included in these Articles of Amendment, and
- b) The granting of privileges to usufruct rights based on inheritance law or matrimonial property law.

D Consequences of a change of control

1. The Company Members and/or Managers shall, subject to the exceptions pursuant to Articles of Amendment, deregister a legal entity as a full participation holder as per the date of a change of control if and to the extent the percentage thresholds are exceeded.
2. Legal entities registered in the Member's Registry Records but exceeding the percentage thresholds are obliged to inform other Company Members (if applicable) and Managers without delay and in writing of any change of control.

E Instruction for registration by the General Meeting

1. A General Meeting Resolution may, by a plurality of votes and provided that the conditions of these Articles of Amendment are met, instruct or empower the Managers to register acquirers as full participation holders even if the percentage thresholds are exceeded.
2. An application for registration in the Member's Registry Records shall be presented to the General Meeting upon request of the acquirer.
3. If the Company Members cannot make a decision within 20 days upon receiving the application for registration, a mandatory rejection of said application shall apply.
4. An application for registration is considered as submitted if the acquirer has completed, validly signed and submitted to the Company Members the form supplied to him/her by the Company for such purpose.

F Retroactively effective cancellation of registration

The Company Members and/or Managers shall cancel the registration of an acquirer as full participation holder with retroactive effect as per the date of registration, if such registration has been obtained on the basis of false information or by circumvention of registration restrictions.

G Delegation of responsibilities

1. The Members delegate its rights and responsibilities set forth in these Articles of Amendment in favor of the Manager(s).
2. Further details are set forth in regulations issued by the Company Manager(s).

Article XVII

Manager-managed Limited Liability Company

Unless otherwise provided in these Articles of Amendment of the Articles of Organization or any existing operating agreement:

- a) Each manager has equal rights in the management and conduct of the limited liability company's business.
- b) Except as otherwise provided in these Articles of Amendment, any matter relating to the business of the Company may be exclusively decided by the manager or, if there is more than one manager, by either one of the managers.
- c) A manager:
 1. Must be designated, appointed, elected, removed, or replaced by a vote, approval, or consent of a majority-in-interest of the members; and
 2. Holds office until a successor has been elected and qualified, unless the manager sooner resigns or is removed.
- d) Action requiring the consent of members or managers under this chapter may be taken without a meeting, subject to the limitations of s. 608.4231.
- e) Unless otherwise provided in these Articles of Amendment or any existing operating agreement, a manager may appoint a proxy to vote or otherwise act for the member, managing member, or manager by signing an appointment instrument, either personally or by the member's, managing member's, or manager's attorney-in-fact.
- f) Unless otherwise provided in these Articles of Amendment or any existing Operating Agreement, a manager may also hold the offices and have such other responsibilities accorded to

them by the members and set out in the articles of organization of the Company.

g) The Managers of the Company have full, unlimited powers to act on its behalf and are hereby waived the requirement of having to obtain the previous consent of the Company Members.

Dated: October 16, 2006



Signature of an authorized representative of the Member

I hereby certify my full knowledge and acceptance of the duties and responsibilities to act as a Registered Agent for TRANSALPINA HOLDINGS, LLC, pursuant to chapter 608.415 of the Florida Statutes.



Gillian Beach Di Cieri, as the Registered Agent

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TALLAHASSEE, FLORIDA