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06 OCT 18 AM 11:00

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DIVISION OF CORPORATIONS

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06 OCT 18 AM 11:00  
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TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. RAINBOW ROAD SOUTH, LLC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
RAINBOW ROAD SOUTH, LLC**

**FILED**  
06 OCT 18 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:  
**Rainbow Road South, LLC.**

**ARTICLE 2 - ADDRESS**

The principle place of business of the Company in Florida shall be 5673 S.W. 142 Avenue, Miami, Florida 33183 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

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

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in there Articles of Organization.

**ARTICLE 5 - PURPOSE AND POWERS**

The general purpose for which the Company is organized is to engage as an Investment company and any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Company is Law Offices of Carlos Garcia, P.A., at 1101 Brickell Avenue, Suite 1801, Miami, Florida 33131. The name of the registered agent of the Company is Carlos Garcia.

## **ARTICLE 7 – MANAGEMENT**

The Manager of the Company shall be:

Operating Manager: Humberto Alvarez

whose address shall be the same as posted in Article 11.

## **ARTICLE 8 – 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 members(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 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 9 – TERMINATION OF EXISTANCE**

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 member, provided there are at least one remaining member.

## **ARTICLE 10 – INDEMNIFICATION**

The Company shall indemnify a director or member of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or member was a party because the director or member is or was a director or member of the Company against reasonable attorney fees and expenses incurred by the director or member in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a director, member, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, member, employee or agent, as the case may be, is permissible in the circumstances because the director, member, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, members, employees and agents of the Company shall apply when such persons are serving at the Company's request while a director, member, employee or agent of the company, as the case may be, as a director, member, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprises, 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 director, member, 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 director, member, 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 reference 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 director, member, employee or agent of the Company or the 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 "director", "member", "employee" and "agent" shall include the heirs-estates executors, administrators and personal representatives or such persons.

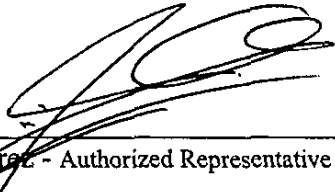
#### **ARTICLE 11 – MEMBERS**

The Managers of the Company shall be selected by the member(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 member(s) of the Company are:

Humberto Alvarez

5673 S.W. 142 Avenue  
Miami, Florida 33183

**IN WITNESS THEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and Purpose, this 29 day of Sept, 2006.

  
\_\_\_\_\_  
Humberto Alvarez - Authorized Representative of the members

**ACCEPTANCE OF REGISTERD AGENT DESIGNATED IN ARTICLES OF  
ORGANIZATION**

Carlos Garcia of Law Offices of Carlos Garcia, P.A., having a business office identical with the registered office of the Company name above, and having designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statues and other applicable Florida Statues.

Law Offices of Carlos Garcia, P.A.  
1101 Brickell Avenue  
Suite 1801  
Miami, Florida 33131

By: \_\_\_\_\_

  
Carlos Garcia