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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

bella vista capital partners, llc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF

Bella Vista Capital Partners, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **Bella Vista Capital Partners, LLC** (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Address Of Place Of Business.

The mailing address for the Company is 15500 New Barn Road, Suite 104, Miami, FL 33014 and the street address of the place of business for the Company is 15500 New Barn Road, Suite 104, Miami, FL 33014. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent.

The initial registered agent in Florida for the Company is Jay R. Tome, Esquire and the initial registered office is located at Haralson & Tome, LLP, C/o Jay R. Tome Esq., 15500 New Barn Road, Suite 104, Miami Lakes, Florida 33014.

5. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

6. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate

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law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the manager or managers, who may also be members, and the positions that the manager or managers will hold. The sole manager, who shall serve until the first annual meeting of the members or until his successor is elected and qualify, and his designations shall be as follows:

Name:

Position:

Alexander Penelas

Sole Manager and President

7. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at City of Miami Lakes, Miami-Dade County, Florida, on May 11, 2007.

**Bella Vista Capital Partners, LLC**  
a Florida limited liability company

By: 

Jay R. Tome, Esq., as authorized representative  
and Attorney in Fact for Alexander Penelas,  
Manager and President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on May 11, 2007, by Jay R. Tome Esq., as authorized representative and Attorney in Fact for Alexander Penelas, Manager and President of Bella Vista Capital Partners, LLC, who (X) is personally known to me or ( ) produced ..... as identification.

\_\_\_\_\_  
Notary Public — State of Florida  
(name, typed or printed)

(Seal)

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

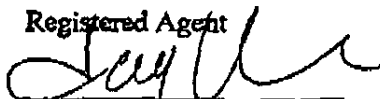
Under the provisions of F.S. 608.415 or 608.507, **Bella Vista Capital Partners, LLC**, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **Bella Vista Capital Partners, LLC**.
2. The name and street address of the registered agent in Florida are:

Jay R. Tome, Esquire  
Haralson & Tome, LLP  
15500 New Barn Road  
Suite 104  
Miami Lakes, Florida 33014

The undersigned, being the person named in the articles of organization of **Bella Vista Capital Partners, 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 agent and agrees to act in this 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.

Registered Agent

  
Jay R. Tome, Esquire

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