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SECRETARY OF STATE DIVISION OF CORPCRATION

#### **MEMORANDUM**

TO: Department of State FROM: Deborah Guilbaud DATE: October 8, 2007 RE: Articles of Organization

Enclosed are the fully executed Articles of Organization and Certificate of Designation, Registered Agent and Registered Office for G&G Southeast Investments, LLC. Also enclosed is a money order for the filing fees in the amount of \$125.00, payable to Department of State. Upon filing, please return a copy to Ms. Deborah Guilbaud, 13752 NW 11<sup>th</sup> Court, Pembroke Pines, FL 33028.

**ARTICLES OF ORGANIZATION** 

DIVISION OF CORPORATIONS

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OF

#### **G&G SOUTHEAST INVESTMENTS, LLC**

We, the undersigned, in order to form a limited liability company under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Organization.

## ARTICLE I Corporate Name

The name of this limited liability company shall be G&G Southeast Investments, LLC.

## ARTICLE II Purpose of Limited Liability Company

- a. This limited liability company is organized for the purpose of investing in real property and any and all other matters allowed by the laws of the State of Florida.
- b. In general, this limited liability company shall have all of the rights, privileges and immunities and enjoy all of the benefits of the laws of the State of Florida applicable to a limited liability company.

## ARTICLE III Term of Existence

This limited liability company shall have perpetual existence unless dissolved sooner pursuant to the applicable laws of the State of Florida, or the provisions of the Operating Agreement of this limited liability company.

ARTICLE IV
Principal Office

The principal office of this corporation shall be located at 13752 NW 11th Court, Pembroke Pines, Florida 33028.

### ARTICLE V Members

The name and address of each Member are as follows:

<u>Name</u>

Address

Deborah Guilbaud

13752 NW 11th Court

Pembroke Pines, Florida 33028

Gabriel St. Jean

1190 NW 137th Avenue

Pembroke Pines, Florida 33028

## ARTICLE VI Managing Member

The name and address of the Managing Member are as follows:

Name

<u>Address</u>

Deborah Guilbaud

13752 NW 11th Court

Pembroke Pines, Florida 33028

## ARTICLE VII Registered Agent

The registered agent for this corporation is Deborah Guilbaud. The registered office for this corporation is 13752 NW 11th Court Street, Pembroke Pines, Florida 33028

# ARTICLE VIII Officers

The officers of the limited liability company shall, subject to these Articles of

Organization, Operating Agreement and the laws of Florida, be selected by the Managing Member.

## ARTICLE IX <u>Amendment of Articles of Organization</u>

Amendments to these Articles of Organization shall be proposed by a Member of the limited liability company and presented to a quorum of Members duly noticed in the manner set forth in the Operating Agreement of this limited liability company and shall be amended only by a majority vote of the qualified Membership Interests of this limited liability company.

## ARTICLE X Amendment of Operating Agreement

Subject to the limitations set forth in the applicable provisions of the laws of the State of Florida concerning action that must be authorized or approved by the Members of this limited liability company, the Operating Agreement of this limited liability company may be altered, rescinded, modified and/or adopted in accordance with the procedure set forth of the Operating Agreement of this limited liability company.

## ARTICLE XI Subchapter S Corporation

Title 26, Subtitle A, Chapter 1, Subchapter S, Part I, Section 1361 of the Internal Revenue Code of 1986, as amended, provides for a small business to elect to make a taxoption election to be a Subchapter S corporation. This limited liability company reserves the right to elect a Subchapter S corporation tax-option and recognizes that the election is not automatic, but must be made in accordance with the provisions of Title 26, Subtitle A,

Chapter 1, Subchapter S, Part I, Section 1362 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, We, the undersigned, being the Members of this limited liability company, for the purpose of forming this limited liability company under the laws of the State of Florida, have hereunto made, subscribed and acknowledged these Articles of Organization, this 3rd day of September 2007.

Deborah Guilbaud

Gabriel St. Jean

STATE OF FLORIDA ) :ss COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day personally appeared Deborah Guilbaud and Gabriel St. Jean, the persons described in and who executed these Articles of Organization, and acknowledged these Articles of Organization to be their act and deed as the Members and that the facts set forth therein are true.

Notary Public State of Flonda Marielena Osorio My Commission DD487790 Expires 11/27/2009

[NOTARY PUBLIC SEAL OF OFFICE]

Notary Public, State of Florida at Large

Marielena Sorw

**Printed Name** 

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS CERTIFICATE OF DESIGNATION

REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Sections 608.415, Florida Statutes, this limited liability

company, organized under the laws of the State of Florida, submits the following statement

in designating the registered office and registered agent in the State of Florida:

1. The name of this limited liability company is G&G Southeast Investments,

LLC.

2. The name and address of the registered agent is Deborah Guilbaud, 13752

NW 11th Court, Pembroke Pines, Florida 33028.

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.

Deborah Guilbau

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