

LD700012779

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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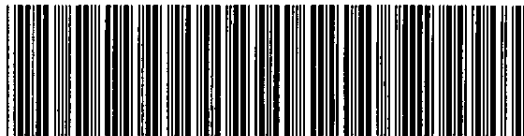
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2007 DEC -6 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CIMARRON IMPORTS, LLC  
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$100.00 Filing Fee	<input checked="" type="checkbox"/> \$25.00 Registered Agent	<input checked="" type="checkbox"/> \$ 5.00 Certificate of Status	= TTL \$130.00
ADDITIONAL COPY REQUIRED			

FROM: WALDO A. PIGNATARO  
Name (Printed or typed)

552 BRIGHTON COURT  
Address

KISSIMMEE, FLORIDA 34758  
City, State & Zip

407-460-3868  
Daytime Telephone Number

**NOTE: Please provide one original and one copy of the articles**

**ARTICLES OF ORGANIZATION  
FOR  
CIMARRON IMPORTS, LLC**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 20, 2007

WALDO A. PIGNATARO  
552 BRIGHTON COURT  
KISSIMMEE, FL 34758

SUBJECT: CIMARRON IMPORTS, LLC  
Ref. Number: W07000056921

We have received your document for CIMARRON IMPORTS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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) 245-6967.

Leslie Sellers  
Regulatory Specialist II

Letter Number: 207A00066635

*Dec. 04, 2007*

*The one word highlighted has been corrected to the appropriate term based on the type of entity.*

**ARTICLES OF ORGANIZATION  
OF**

**FILED**

**CIMARRON IMPORTS, LLC** 2007 DEC -6 PM 2: 37

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority to conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **CIMARRON IMPORTS, LLC**, and its principal office and mailing address shall be located at **552 Brighton Court, Kissimmee, Florida 34758, County of Osceola, State of Florida** but it shall have the power and authority to establish branch offices at any other place or places as the members designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for the limited liability companies, the general nature of the 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 the natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; 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 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 as agent, nominee or attorney-in-fact for any persons or corporation and perform any service under contract or otherwise for 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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be constructed 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.

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 power or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III** **EXERCISE OF POWERS**

All limited liability company powers shall be 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 Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV** **MANAGEMENT**

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Name and Addresses

Waldo A. Pignataro-MGR, 552 Brighton Court, Kissimmee, Florida 34758

Bernardo Vasquez-MGR, 552 Brighton Court, Kissimmee, Florida 34758

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TALLAHASSEE, FLORIDA

**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 o unanimous consent of the remaining members.

**ARTICLE VI**  
**CAPITAL CONTRIBUTIONS**

No capital contributions shall be paid to the limited liability company by the two members in the beginning. Additional contributions will be made as required for investments purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares: Waldo A. Pignataro (50%), and Bernardo Vasquez (50%).

**ARTICLE VII**  
**PROFIT 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. Each member shall be entitled to an equal distributive share of the profits. The distributive share for the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.
- (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.

**ARTICLE VIII**  
**DURATION**

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

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TALLAHASSEE, FLORIDA

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**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

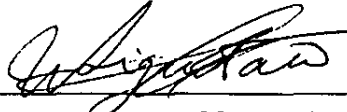
The office and mailing address of the initial registered office of the limited liability company is 552 Brighton Court, Kissimmee, Florida 34758, County of Osceola and the name of the company's initial registered agent at the address is Waldo A. Pignataro.

The undersigned, being the original members of the limited liability company, certify that the instrument constitutes the proposed Articles of Organization of Cimarron Imports, LLC

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of Nov., 2007.

WAP

Organization

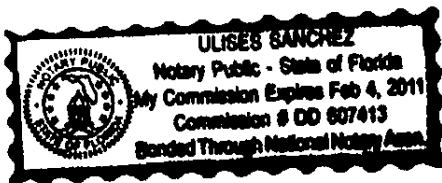
  
\_\_\_\_\_  
Waldo A. Pignataro

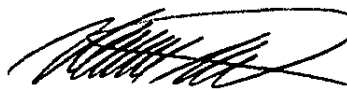
State of Florida

County of Osceola

The forgoing instrument was acknowledge and sworn to before me this 8<sup>th</sup> day of Nov., 2007 by Waldo A. Pignataro of Cimarron Imports, LLC

Notary Public



  
\_\_\_\_\_

My Commission Expires:

02/04/11

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TALLAHASSEE, FLORIDA



**SUBJECT: CIMARRON IMPORTS, LLC**

As indicated on Article IX-Initial Registered Office and Registered Agent, the office and mailing address of the initial registered office of the Limited Liability Company will be at 552 Brighton Court, Kissimmee, Florida 34758, County of Osceola, and the name of the company's initial registered agent at the address is Waldo A. Pignataro.

The undersigned, being the original members of the limited liability company, certify that the instrument constitutes the proposed Articles of Organization of:

**CIMARRON IMPORTS, LLC**

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 as provided for in Chapter 608, F.S.



\_\_\_\_\_  
WALDO A. PIGNATARO  
Registered Agent's Signature

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CIMARRON IMPORTS, LLC