

LD70000124637

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000299740 3)))



H070002997403ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

KANOA II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

RECEIVED

07 DEC 14 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 DEC 14 PM 12:15

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H07000 299 740

(5)

ARTICLES OF ORGANIZATION

OF

KANOA II, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is **KANOA II, LLC** (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive
Suite O-305
Miami, FL 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite O-305, Miami, FL 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
FREEMAN, HABER, ROJAS & STANHAM, LLP
Mario A. de Castro, Esq.
Florida Bar No.: 0083895
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
Telephone: (305) 374-3800

FILED
2007 DEC 14 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000 299 740

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacities and independently one from the other until their successors are duly elected and qualified, shall be:

FERSER L.L.C. – Manager Managed

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

FILED

2007 DEC 14 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14th of December, 2007.

Mario A. de Castro

Mario A. de Castro
Duly Authorized Representative of a
Member

FILED

2007 DEC 14 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000299740

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for KANOA II, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 14th December, 2007.

TRANSGLOBAL CORPORATE ADMINISTRATION, LLC


By: Hildie Lorie-Aristondo, as Manager

FILED

2007 DEC 14 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000299740