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APR 24 2008 R. Thomas

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ARCHITECTURAL METAMORPHOSIS, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

CESAR DANIEL UGAZ-LOPEZ  
(Name of Person)  
Architectural Metamorphosis, LLC  
(Firm/Company)  
5090 Indigo Bay Blvd. # 101  
(Address)  
Estero, FL 33928  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Cesar Ugaz at (239) 287-8838  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

# ARTICLES OF ORGANIZATION OF ARCHITECTURAL METAMORPHOSIS, LLC

TO THE FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Pursuant to s. 608.407, Florida Statutes, the undersigned adopt the following Articles of Organization for the company.

## Article I - Name, Domicile and Business

A. The name of the Limited Liability Company is: **ARCHITECTURAL METAMORPHOSIS, LLC**

B. The Principal Office Address of the Limited Liability Company is:

5090 Indigo Bay Blvd. #101

Estero, FL 33928

The Mailing Address of the Limited Liability Company is the same as the Principal Office Address.

C. Architectural Metamorphosis, LLC will offer; but is not limited to, the following services: Architectural plans, design and drafting; Computer Renderings & Visualizations; Acoustical Design & Consultancy; Green-building (LEED) Consultancy & Design Services; Interior Design & Renovations; Historical Renovations.

## Article II - Capitalization, Ownership and Contributions

A. The LLC shall be capitalized at \$5,000. Additional funding will be added as needed by the unanimous consent of the Member(s).

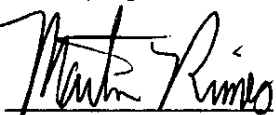
B. The LLC is 100% owned by Cesar D. Ugaz-Lopez, who will act as President of Architectural Metamorphosis, LLC. Said owner is a Florida Licensed Architect, AR 93534.

C. The Owner will contribute with 100% of the capital stated in Article II.A. If additional Member(s) is (are) added in the future, the Owner will file such changes as amendments to these Articles of Organization with the State of Florida.

## Article III - Registered Agent

The name and address of the registered agent are:

Mr. Martin Rimes  
28501 Sombbrero Drive  
Bonita Springs, FL 34135



Registered Agent's signature

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 appointments 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.

## Article IV - Operation of the LLC

A. The name and address of each Manager or Managing Member is as follows:

MANAGER / PRESIDENT	Cesar Ugaz, Architect AR 93534 5090 Indigo Bay Blvd. #101 Estero, FL 33928
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There are no other Manager(s) or Managing Member(s) at the time of filing these Articles of Organization. Shall additional Manager(s) or Managing Member(s) be added in the future, and amendment shall be filed to the Secretary of State to reflect these changes.

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- B. The President Duties and Responsibilities shall include, but are not limited to, the following: Architectural Design; Architectural Consultancy Services as requested by clients, engaging in business transactions with other companies on behalf of Architectural Metamorphosis, LLC; promotion of the company within the community; maintaining the books of the company for tax purposes.
- C. A checking account will be maintained for the purpose of paying the bills of the Company. Cesar D. Ugaz-Lopez is authorized to sign the checks of the LLC and to conduct business to maintain and operate the Company.
- D. Books of the Company shall be maintained by the LLC, and proper entries made therein of all sales, purchases, receipts, payments, invoices & transactions of the LLC. The books of accounts and all records shall be retained at 5090 Indigo Bay Blvd. #101, Estero FL 33928.

#### **Article V - Period of Duration and Liquidation**

- A. The Company's existence shall begin, upon the acceptance of these Articles of Organization by the Secretary of State of Florida, on effective date of July 4, 2008 and shall continue, unless dissolved sooner in accordance with Article V.B. for a period of 5 years.
- B. Liquidation of the LLC shall be at the sole discretion of the Owner(s).

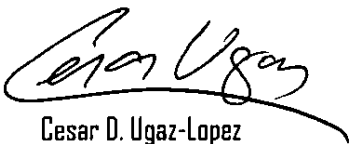
#### **Article VI - Liability, Non-Liability and Indemnification**

- A. No Member or Manager of the Company's shall be personally responsible or liable of the acts, debts, liabilities, or losses of the Company.
- B. The liability of the owner(s) is limited to his/her portion of the capital contribution outlined in Article II.A. However, in the event of extraordinary financial demands on the LLC, the owner(s) could be assessed additional funds corresponding to his/share of the liability.
- C. No Manager of Company shall be personally responsible or liable to Company or its Members or anyone else for monetary damages for breach of fiduciary duty as a Manager except for liability (i) for any breach of the Manager's duty of loyalty to Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional Misconduct or a knowing violation of law, or (iii) for a transaction from which the Manager derived an improper personal benefit.
- D. The Company may, by action of the Manager(s), provide indemnification to such of the officers, employees and agent of Company to such extent and to such effect as the managers shall determine to be appropriate and authorized by applicable law.
- E. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or subsequently acquire under any statute, provision of the Articles of Organization or Operating Agreement of Company, agreement, vote of Member(s) or disinterested Manager(s), or otherwise.
- F. Any repeal or amendment of this Article by the Member(s) of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

#### **Article VII - Additions, Alterations, or Modifications**

Where it shall appear to the owner(s) that these Articles or any terms and conditions contained herein are in any way ineffective or deficient, or not expressed as originally intended and an alteration and/or addition shall be deemed necessary, the owner(s) will enter into, execute and perform all further deeds and instruments as their legal counsel shall advise. Any addition, alteration or modification shall be in writing and no oral agreement shall be effective.

In Witness Whereof, the undersigned has duly executed the foregoing Articles of Organization on this 20th day of April, 2008.

  
Cesar D. Ugaz-Lopez

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