

W08 000044072

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

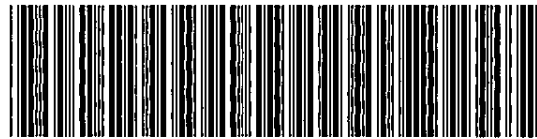
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EXAMINER

W08-16753



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2008

ROBERT COLLIER, II
7390 NW 5TH STREET, SUITE 10
PLANTATION, FL 33317

SUBJECT: GREEN WORLD, LLC
Ref. Number: W08000016753

We have received your document for GREEN WORLD, LLC and your check totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is P06000026757.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 508A00019146

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COLLIER & ASSOCIATES

LAW OFFICES

7390 NW 5TH STREET
SUITE 10
PLANTATION, FLORIDA 33317

TELEPHONE: (954) 452-9500
FACSIMILE: (954) 791-4480
www.flaattorneys.com

March 27, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

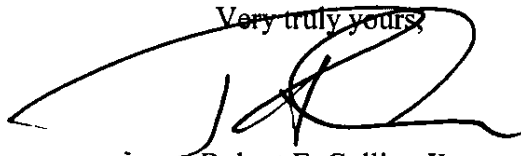
Re: *Green World, LLC*

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Organization and a Certificate of Designation Registered Agent/Registered Office for the above-named limited liability corporation. A check for \$125.00 is enclosed for the filing fee of the same. A self-addressed envelope is enclosed to return the aforementioned copy to my office.

Thank you for your attention to this matter.

Very truly yours,



Robert E. Collier, II

REC:nbm
Enclosures

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COLLIER & ASSOCIATES
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April 28, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

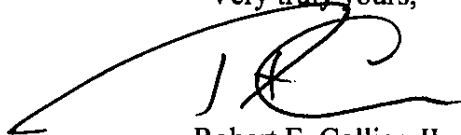
Re: *Green World Environmental Solutions, LLC*

Dear Sirs:

Enclosed please find the Articles of Organization and a Certificate of Designation Registered Agent/Registered Office for the above-named limited liability corporation, replacing the previously chosen name for the corporation. A check for \$125.00 was previously sent to your office to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,



Robert E. Collier, II

REC:nbm
Enclosure

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**ARTICLES OF ORGANIZATION OF
GREEN WORLD ENVIRONMENTAL SOLUTIONS, L.L.C.**

The undersigned organizers, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Fla. Stat. §§ 608.401-608.471, hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GREEN WORLD ENVIRONMENTAL SOLUTIONS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is currently 15921 SW 56th Street, Southwest Ranches, Florida 33331. The company may have other secondary offices as the owners (hereinafter "members") may designate or as the business of the company may require.

ARTICLE III - PURPOSE

The company is being formed for the purpose of: (1) to acquire and improve upon property and land in the United States and the Americas; (2) to develop, grow, cultivate, refine, experiment, and sell biofuels and renewable energies; (3) buy, own, sell, trade, manage, build upon, develop, rent, lease, transfer or do any other lawful thing with the properties it acquires; and (4) any and all other lawful purposes consistent with Fla. Stat. § 608.403.

To this end GREEN WORLD ENVIRONMENTAL SOLUTIONS, L.L.C. will be divided into various phases. One phase for each new project and/or piece of property it acquires (ie: Phase I will be Rio Hondo, Texas).

ARTICLE IV - MEMBERS AND THEIR CONTRIBUTIONS

The members of the GREEN WORLD ENVIRONMENTAL SOLUTIONS L.L.C. their

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contributions and their percentage of ownership will vary pursuant to each Phase. The Membership of each Phase along with their contribution and percentage of ownership will be filed as an amendment to these Articles of Organization. All members and all phases will adhere and agree to these Articles of Organization unless otherwise amended per Phase in writing and agreed to by 51% of that membership. The members of Phase One, their contributions, and percentage of ownership are as follows:

| | | |
|---|-------------------------------|------------|
| North American Property Acquisitions, L.L.C. | Management & Legal | 20% |
| Green World Solutions, Inc. | Land Investment | 25% |
| Green World Solutions, LTD | Capital Investment | 15% |
| Individual Land Owners | Capital Investment | 40% |

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**ARTICLE V - RIGHT TO ADMIT ADDITIONAL MEMBERS
 AND TERMS AND CONDITIONS OF THE ADMISSIONS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows pursuant to Fla. Stat. §608.4232 and Fla. Stat. §608.432 with the following modifications:

Membership in each Phase will amount to 100% interest with the membership and percentage of interest of each party varying. Once 100% has been determined and that Amendment has been filed, pursuant to Articles III & IV, any additional members may be admitted to the company with the prior written, consent of the majority interest of all the members in that Phase, which consent may be withheld for any reason and without liability to the company or any other member. In the event that a new member makes a contribution to the company in return for admission into the company, the share of such new member and all other members

in the capital and the profits and losses of the company shall be in such proportion as is remaining of the original 100%. In the event new members are admitted to the company, the members shall file with the appropriate government agency an amendment to the articles of organization, as required by law.

ARTICLE VI - VOLUNTARY TERMINATION

The company may be dissolved at any time by agreement of a majority in interest of the owners in accordance with Fla. Stat. §608.441, in which event the members will proceed with reasonable promptness to liquidate the company. The assets of the company will be distributed in the following order: (1) to pay or provide for the payment of all company liabilities to creditors other than members, and liquidating expenses and obligations; (2) to pay debts owing to members other than for capital and profits which relate to the company; (3) to pay debts owing to owners in respect to profits pursuant to their percent of interest.

ARTICLE VII - DEATH OF AN OWNER

With the death of an owner, the deceased's heir or heirs will be entitled to succeed to the economic share and interest of the deceased owner. The heir or heirs will be entitled to the same rights and bound by the same terms, conditions, and provisions as the deceased owner.

ARTICLE VIII - GREEN WORLD ENVIRONMENTAL SOLUTIONS, L.L.C. (MANAGER-MANAGED COMPANY)

All business of the company shall be reserved for and under the exclusive management of the members unless otherwise set forth herein and in accordance with Fla. Stat. §608.422.

(A) **OWNER'S MEETINGS.** Meetings of the company shall be held at least annually, or more often as determined by the company. Notice of the time and place of each meeting of the members shall be given in writing by the Registered Agent or management to each owner at least two (2)

weeks before such meeting, except that actual attendance of such meetings by an owner will constitute a waiver of such notice.

(B) **MANAGEMENT BY MANAGERS.** The company appoints North American Property Acquisitions, L.L.C. as General Manager, by and through Douglas E. Costa.

(C) **AUTHORITY OF MANAGERS.** The President will exercise all the powers of the company whether derived from law or the articles of organization. The President shall have the sole power to buy, sell, trade, manage, build upon, develop, rent, lease, mortgage, lien, transfer or do any other lawful thing with the properties. Other designated managers will derive their power to act on behalf of the company based on authorized Power of Attorneys. The General Manager may also hire any and all additional managers, agent, and employees necessary to complete the business of the company.

(D) **COSTS, FEES, SALARIES, EXPENSES, OPERATIONS.** From all capital paid into the company, the President shall use this for the salaries, commissions, fees, costs, expenses, and operations of the company. This would also include those funds to be used for the purchase, acquisition, development, or any other purpose that the company so deems legal and profit making as it deals with the intent of the company.

(E) **BANK ACCOUNTS.** The funds of the company shall be deposited in such bank accounts, or invested in such interest-bearing or non-interest bearing investments, as shall be designated by the manager.

(F) **DOCUMENTATION OF A MEMBER'S INTEREST.** The General Manager will, pursuant to Fla. Stat. §608.432 (3), provide to each member a certificate evidencing that member's interest in the LLC.

(G) **CHANGE OF MANAGEMENT.** At any time with a 30 day notice a majority of the

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membership in interest votes to replace or change the management they may do so.

ARTICLE IX - DISTRIBUTION OF INCOME

Prior to dissolution and at least annually as income has been earned by the company and tax returns filed, the members by a majority in interest of the members, will determine funds available for distribution. Said distribution will be in by percentage of interest. On liquidation, a reasonable reserve will be determined and an account established to cover follow-up or subsequent obligations or legal requirements. Liquidation of the company need not be delayed provided that such amounts are properly escrowed and arrangements made for performance of such services as may be required in the interest of the company. Escrows, reserves or liquidation accounts may be established as escrows or otherwise, which activity need not unduly delay the termination of the company all other purposes.

ARTICLE X - SALE OR TRANSFER OF OWNERSHIP

The temporary transfer of any ownership will be in accordance with Fla. Stat. §608.415. The sale of any ownership interest must first be offered to the General Membership who will have the "first right of refusal" to purchase that owner's interest after being presented with a legally executed agreement of a "bonafide" purchaser.

ARTICLE XI - REGISTERED AGENT

Pursuant to Fla. Stat. §608.415, the members designate their registered agent and the office where process shall be served in the Designation of Registered Agent.

ARTICLE XII - MISCELLANEOUS


(A) **INTERPRETATION.** This organization shall be governed and construed in accordance with the laws of the state of Florida.

(B) **SEVERABILITY.** To the extent any provision of this organization varies or contradicts

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the general provisions of the Florida Limited Liability Company Act each owner hereby consents to such variation or contradiction. If any provision of this organization or application of such provision to any person or circumstance shall be held invalid, the remainder of this organization, or the application of such provision to persons or circumstances other than those to which it is held invalid, shall not be affected thereby.

The undersigned have executed these Articles of Organization this 30 day of April 2008.

By: 
Douglas E. Costa
General Manager

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. §608.415, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the limited liability company is GREEN WORLD ENVIRONMENTAL SOLUTIONS, L.L.C.

2. The name and address of the registered agent and office is:


ROBERT E. COLLIER, II
7390 N.W. 5th Street, #10
Plantation, Florida 33317

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TALLAHASSEE, FLORIDA

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.

Dated this 30 day of April 2008.

By: 
Robert E. Collier, II
Registered Agent