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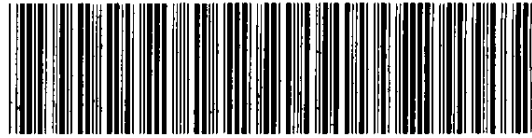
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TALLAHASSEE, FLORIDA

M. Thomas JUN 09 2008

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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: alpha capital management, 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:

Sheila M<sup>c</sup> Cutcheon  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

1601 Jefferson Avenue  
(Address)

Miami Beach, FL 33139  
(City/State and Zip Code)

For further information concerning this matter, please call:

Sheila M<sup>c</sup> Cutcheon at 786, 683-3334  
(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

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# **ARTICLES OF ORGANIZATION**

## **OF**

### **ALFA CAPITAL MANAGEMENT LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

#### **ARTICLE 1 - NAME**

The name of the limited liability company shall be ALFA CAPITAL MANAGEMENT LLC ("company").

#### **ARTICLE 2 - ADDRESS**

The principal place of business of the Company is 1545 Jefferson Avenue, #107, Miami, FL 33139.

#### **ARTICLE 3 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of Registered Office of this Company is 1601 Jefferson Avenue, Miami Beach, FL. 33139.

The name and address of the registered agent of this Company is Sheila McCutcheon, 1601 Jefferson Avenue, Miami Beach, FL. 33139.

#### **ARTICLE 4 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State of Florida.

#### **ARTICLE 5 - DURATION**

The Company's existence shall terminate no later than 99 years from its date of commencement.

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### **ARTICLE 6 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### **ARTICLE 7 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the business and affairs of the Company.

### **ARTICLE 8 - MANAGERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. These name and address of the Manager(s) of the Company are:

Operating Manager: Katherine Dañin Teran

Vice Operating Manager: Carlos Dañin Teran

Whose mailing address shall be the same as the principal office of the Company.

### **ARTICLE 9 - CERTAIN POWERS OF MANAGERS**

Without limiting the generality of Rights and Duties of Managers, the Managers shall have power and authority, on behalf of the Company:

- (a) To acquire or lease property from any person as the Manager(s) may determine, whether or not such person is directly or indirectly affiliated or connected with any Manager or Member;
- (b) To borrow money for the Company from banks, other lending institutions, the Managers, Members, or affiliates of Managers or Members on such terms as the Managers deem appropriate, and in connection therewith, to hypothecate, encumber and grant security interest in the assets of the Company to secure repayment of the borrowed sums. No debt shall be contracted or liability incurred by or behalf of the Company except by the Managers, or to the extent permitted under the Act, by agents or employees of the Company expressly authorized to contract such debt or incur such liability by the Manager(s);
- (c) To purchase liability and insurance to protect the Company's property and business;

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- (d) To hold and own Company real and personal properties in the name of the Company;
- (e) To invest Company funds in time deposits, short-term governmental obligations, commercial paper or other investments;
- (f) To execute on behalf of the Company all instruments and documents, including, without limitation, checks, drafts, notes and other negotiable instruments; mortgages or deeds of trust; security agreements; financing statements; documents providing for acquisition, mortgage or disposition of the Company's property; assignments, bills of sale; leases; and many other instruments or documents necessary to the business of the Company;
- (g) To open Bank Accounts. The Manager(s) may open bank account in the name of the Company, and the Manager shall be the sole signatory.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Sheila McCutcheon having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

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By. Sheila McCutcheon

Sheila McCutcheon

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribe these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this date: May 23, 2008

Sam Caldwell

Authorized Representative of  
the Members