

L08000068452

(Requestor's Name)

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☐ PICK-UP

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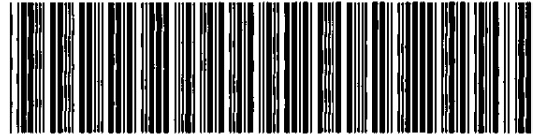
(Business Entity Name)

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08 JUL 11 PM 1:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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08 JUL 15 AM 8:42  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUL 16 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 644673 134074A

AUTHORIZATION :

*Spencer*

COST LIMIT : \$ 125.00

ORDER DATE : July 11, 2008

ORDER TIME : 10:52 AM

ORDER NO. : 644673-010

CUSTOMER NO: 134074A

FILED  
08 JUL 15 AM 8:42  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALM HOLDINGS, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 11, 2008

DEBBIE SKIPPER  
CSC  
TALLAHASSEE, FL

SUBJECT: PALM HOLDINGS, LLC  
Ref. Number: W08000033010

**RESUBMIT**

Please give original

FILED  
08 JUL 15 AM 8:42  
TALLAHASSEE, FLORIDA

We have received your document for PALM HOLDINGS, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 108A00040987

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08 JUL 15 PM 4:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**OF**

**PALM HOLDINGS USA, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is **PALM HOLDINGS, LLC** (hereinafter the **ACompany@**).

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

1380 SW 8<sup>th</sup> Street  
Pompano Beach, FL 33069

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company is to be managed by the Managing Members and the names and addresses of the Managing Members are as follows:

Matthew Hershkowitz  
1380 SW 8<sup>th</sup> Street  
Pompano Beach, FL 33069

Kory Hershkowitz  
1380 SW 8<sup>th</sup> Street  
Pompano Beach, FL 33069

**ARTICLE V - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

**ARTICLE VI - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

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TALLAHASSEE, FLORIDA

#### ARTICLE VII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the AAct®) no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

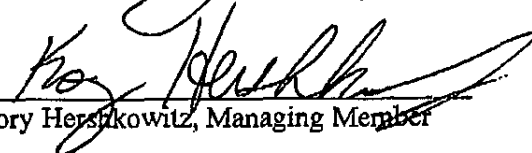
#### ARTICLE VIII - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE IX - Regulations

Any Operating Agreement (as defined in Section ' 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

By:   
Matthew Hershkowitz, Managing Member

By:   
Kory Hershkowitz, Managing Member

Signature of a member or authorized representative of a member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OF-  
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**PALM HOLDINGS USA, LLC**

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

Matthew Hershkowitz  
1380 SW 8<sup>th</sup> Street  
Pompano Beach, FL 33069

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.



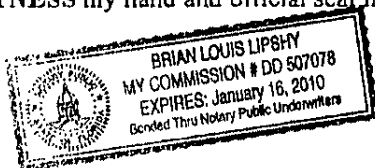
Matthew Hershkowitz

July 10, 2008  
Date

STATE OF FLORIDA        }  
                                  } SS  
COUNTY OF Palm Beach }

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Matthew Hershkowitz, ( ) who is personally known to me ( ) or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

**WITNESS** my hand and official seal in the County and State last aforesaid this 10 day of July, 2008.



NOTARY PUBLIC