

LOG 000010534

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.

(((H09000024015 3)))



H090000240153ABCV

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 : CUEVAS & ORTIZ, P.A.
Account Number : I20030000123
Phone : (305) 461-9500
Fax Number : (305) 448-7300

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 FEB -2 AM 9:31

FILED

RECEIVED

09 FEB -2 PM 4:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SUNNY ISLES PROPERTY HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

Electronic Filing Menu

Corporate Filing Menu

M. THOMAS^{Help}

FEB - 3 2009

EXAMINER

11070000240153

ARTICLES OF ORGANIZATION OF
SUNNY ISLES PROPERTY HOLDINGS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SUNNY ISLES PROPERTY HOLDINGS, LLC, and its principal office and mailing address shall be located at 1201 Brickell Avenue, Suite 650, Miami, Florida, 33131, County of Miami-Dade, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any

11090000240153

SEAL OF THE
CLERK OF THE
COURT
STATE OF FLORIDA

09 FEB -2 AM 8:31

FILED

4090000248153

service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its Managing Member and sole Member, whose name and address is as follows:

Managing Member: Carlos J. Mattos
1201 Brickell Avenue, Suite 650
Miami, FL 33131

4090000248153

FILED
09 FEB -2 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H090000240153

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the member in the following amounts: Carlos J. Mattos, \$1,000 (100%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

H090000240153

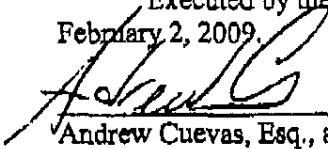
H090000240153

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name, office and mailing address of the initial registered office of the limited liability company is Andrew Cuevas, Esq., 536 Biltmore Way, Coral Gables, FL 33134, County of Miami-Dade.

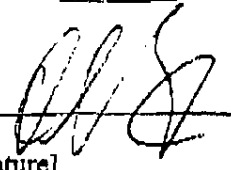
The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SUNNY ISLES PROPERTY HOLDINGS, LLC.

Executed by the undersigned at 1201 Brickell Avenue, Suite 650, Miami, Florida 33131, on February 2, 2009.




Andrew Cuevas, Esq., as authorized representative

The foregoing instrument was acknowledged before me this February 2, 2009 by Andrew Cuevas, Esq., on behalf of SUNNY ISLES PROPERTY HOLDINGS, LLC, a limited liability company. He is personally known to me or has produced _____ as identification.



[Notary's signature]

NOTARY PUBLIC-STATE OF FLORIDA
 Oscar M. Cartagena
Commission # DD494023
Expires: DEC. 20, 2009
Bonded Third Atlantic Bonding Co., Inc.

My commission expires: Dec. 20, 2009

FILED
09 FEB -2 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H090000240153

H090000240153

Statement Designating Registered Agent And Office.

State of Florida]

County of Miami- Dade]

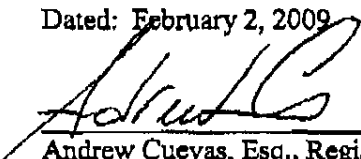
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is SUNNY ISLES PROPERTY HOLDINGS, LLC

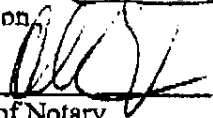
The name of the registered agent for SUNNY ISLES PROPERTY HOLDINGS, LLC is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is 536 Biltmore Way, Coral Gables, FL 33134.

This statement is to acknowledge that, as indicated above, SUNNY ISLES PROPERTY HOLDINGS, LLC, has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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: February 2, 2009



Andrew Cuevas, Esq., Registered Agent

The foregoing instrument was acknowledged before me this February 2, 2009 by Andrew Cuevas, Esq., agent on behalf of SUNNY ISLES PROPERTY HOLDINGS, LLC, a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.


Signature of Notary

My commission expires:

Dec. 20, 2009

NOTARY PUBLIC-STATE OF FLORIDA
 Oscar M. Cartagena
Commission # DD494023
Expires: DEC. 20, 2009
Bonded Thru Atlantic Bonding Co., Inc.

H090000240153