

L09000031134

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400147322974

03/31/09--01025--017 \*\*155.00

FILED

09 MAR 31 AM 9:45

SECRET  
TALLAHASSEE, FLORIDA

B. KOHR

APR - 1 2009

EXAMINER

## COVER LETTER\*

TO: **Registration Section**  
**Division of Corporations**

SUBJECT: Petroleum Holdings Group 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:

Mercedes Lopez Cisneros

(Name of Person)

Lopez Cisneros and Leal LLC

(Firm/Company)

8700 West Flagler St. Suite 390

(Address)

Miami, FL 33174

(City/State and Zip Code)

FILED  
MAR 31 AM 9:45  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mercedes Lopez Cisneros at ( 305 ) 480-1234  
(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

# Limited Liability Company Articles of Organization

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

The name of the Liability Company shall be

PETROLEUM HOLDINGS GROUP LLC

**Registered Agent, Registered Office & Registered Agent's Signature:** The name and the Florida street address of the registered agent are:

Rashel Cruz  
4790 West Flagler Street  
Miami, Florida 33134-1452

*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 as provided for in Chapter 608, Florida Statutes.*

  
Registered Agent's Signature

1. The principal office of the Company and mailing address is:

4790 West Flagler Street  
Miami, Florida 33134-1452

2. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.

3. The company shall have perpetual existence.

FILED  
09 MAR 31 AM 9:45  
TALLAHASSEE, FLORIDA

#### 4. Indemnification.

- a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.
- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

5. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than one, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

6. The name and address of the Manager of the Company is as follows:

Rashel Cruz  
4790 West Flagler Street  
Miami, Florida 33134-1452

7. The amount of capital each Member has contributed or has agreed to contribute:

**Member: Rashel Cruz**

8. The company shall have the right to add additional Members according to the terms of the Operating Agreement.

9. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.

10. The company shall be initially organized with at least three Members.

**MANAGING MEMBER(S):**

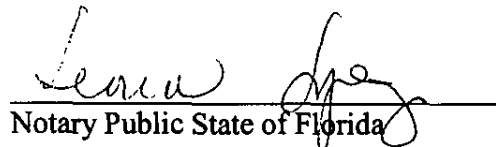
  
Signature: Rashel Cruz

**MEMBERS:**

  
Signature : Rashel Cruz

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On the 20 day of March 2009 personally appeared before me , Rashel Cruz, the signer(s) of the within instrument, duly acknowledged to me that she executed the same.

  
Notary Public State of Florida

My Commission Expires:

