

LD9000038269

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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

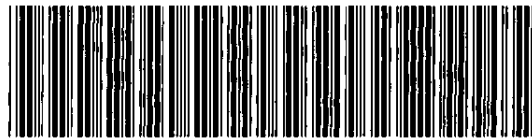
Special Instructions to Filing Officer:

**L. SELLERS**

APR 21 2009

**EXAMINER**

Office Use Only



700150887797

04/20/09--01049--009 \*\*160.00

**FILED**  
**09 APR 20 AM 8:29**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 7, 2009

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: A&A Engineering and Design**

Gentlemen:

The enclosed Articles of Organization and applicable fees are submitted for filing with the Division of Corporations.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
1500 N. University Drive, Suite 273  
Coral Springs, FL 33071

The enclosed check for \$160.00 represents the filing fees for the Articles of Organization, Certified Copy and the issuance of a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,

Carmen S. Romero-Tejeda

## **ARTICLES OF ORGANIZATION**

**OF**

### **A&A Engineering and Design 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, hereinafter "Company" shall be **A&A Engineering and Design LLC**.

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

The principal place of business of the Company in Florida shall be:

**1140 Sorrento Drive, Weston, Florida 33326**

#### **ARTICLE 3 - EFFECTIVE DATE**

The limited liability company's existence will begin effective April 13, 2009.

#### **ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### **ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company's is organized is to transact 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.

FILED  
09 APR 20 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### **ARTICLE 6 - REGISTERED AGENT**

The initial name and address of the registered agent of this Company is Carmen S. Romero-Tejeda dba CST Business & Financial Services, 1500 N. University Drive, Suite 273, Coral Springs, FL 33071

#### **ARTICLE 7 - MANAGEMENT**

The Company shall be a member-managed limited liability company. The management of the business and the affairs of the Company shall be vested in its member(s) in accordance with the law or these Articles of Organization. The name(s) of all such member(s) and/or managing member(s) of the Company is/are:

Managing Member: Alejandra Prado Aracena

The mailing address of the member-managers shall be the same as of the Company.

#### **ARTICLE 8 - ADMISSION OF NEW MEMBER**

Member(s) of the limited liability company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing member(s), and the existing member(s) shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE 9 - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests. If the assignment is not approved by all of the membership interests, the assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

FILED  
09 APR 20 AM 8:30  
SECRETARY OF STATE  
PALM BEACH COUNTY, FLORIDA

## **ARTICLE 10 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon 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 Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.

## **ARTICLE 11 - INDEMNIFICATION AND INSURANCE**

The Company shall indemnify members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding.

The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s).

The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company.

The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in the advancement of final disposition of the proceeding.

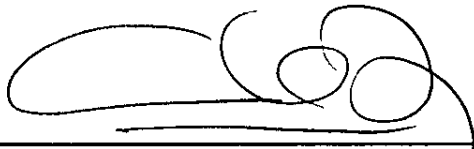
The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have the power to indemnify the individual against

FILED  
09 APR 20 AM 9:30  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons

**IN WITNESS WHEREOF**, The undersigned, an authorized member, has made and subscribed these Articles of Organization at Sunrise, Florida for the foregoing uses and purposes, this 7<sup>th</sup> day of April, 2009.



---

**Alejandra Prado Aracena**, Authorized Member

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**


A&A Engineering and Design LLC

**REGISTERED AGENT/OFFICE:**

CARMEN S. ROMERO-TEJEDA  
DBA CST BUSINESS & FINANCIAL SERVICES  
1500 N. UNIVERSITY DRIVE, SUITE 273  
CORAL SPRINGS, FL 33071

I agree to act as registered agent and to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

**CST BUSINESS & FINANCIAL SERVICES**

By:   
Carmen S. Romero-Tejeda, Owner