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FLORIDA/FOREIGN LIMITED LIABILITY COMPANY

phoenix grand associates, llc

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EXAMINER

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**ARTICLES OF ORGANIZATION OF
PHOENIX GRAND ASSOCIATES, 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, 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.

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**Article I.
Name and Principal Place of Business**

The name of the limited liability company shall be PHOENIX GRAND ASSOCIATES, LLC. Its principal office shall be located c/o Gore, Bell & Goldberg, One E. Broward Blvd., Suite 700, Fort Lauderdale, FL 33301, but it shall have the power 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 to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity authorized under Florida statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by Florida statutes, and do any and all things set forth in these Articles to the same extent a natural person could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop any business good will, rights, assets and liabilities of any person, 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 these Articles; and to hold, utilize and in any manner dispose of the rights and property acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation - domestic or foreign - of any government or governmental authority, or of any political or political subdivision and to perform and carry out, assign, cancel, or rescind any such contracts.

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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 an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract for any individual, corporation or other business entity, extend the commercial interest of the property or render any service or assistance it may lawfully do under Florida law, 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 these purposes or the furtherance of any the Articles, connected with its business or powers, provided the same shall not be inconsistent with Florida law.

Nothing contained in these Articles shall be deemed 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 do under Florida law.

Article III. Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, its business and affairs managed under the direction of the members of this limited liability company.

Article IV. Management

The limited liability company shall be managed by one manager: Elliott Goldberg, One E. Broward Blvd., Suite 700, Fort Lauderdale, FL 33301.

Article V. Membership Restrictions

Members shall have the right to admit members by unanimous consent. Contributions required of new members shall be determined as of the time of the admission to the limited liability company. A member's interest may not be sold or otherwise transferred except with the unanimous written consent all members. On the bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member of the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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**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. Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members will 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 remains after the payment of expenses of conducting the business of the company. Each member shall be entitled to an equal distributive share of the profits. The distributive shares shall be paid each year on the anniversary date of the commencement of the business.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the 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 until December 31, 2025, or until dissolved in the manner prescribed by law, or as provided in the regulations of the company adopted by the members.

**Article IX.
Initial Registered Office and Registered Agent**

The address of the initial registered office shall be c/o Gore, Bell & Goldberg, One E. Broward Blvd., Suite 700, Fort Lauderdale, FL 33301 and the Registered Agent is: Elliott Goldberg, Esq. at the same address.

The undersigned, being the original member of the limited liability company, certifies this instrument constitutes the proposed Articles of Organization of Phoenix Grand Associates, LLC.

Executed by the undersigned at Fort Lauderdale, Florida on April 29, 2009.


Elliott Goldberg
Authorized Representative of
Phoenix Grand Associates, LLC

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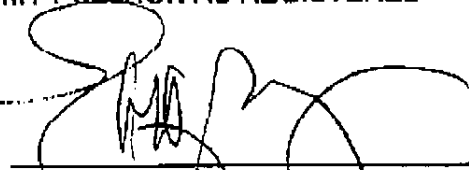
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THE ARTICLES OF ORGANIZATION, 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.



Elliott D. Goldberg, Esq.
One E. Broward Blvd., Suite 700
Fort Lauderdale, FL 33301
(954) 801-6266

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