

Division of Corporations

Page 1 of 1

**L09000046996**

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.**

(((H09000122073 3)))



H090001220733ABCY

**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 : GUNSTER YOAKLEY & STEWART P.A.  
Account Number : 076077002561  
Phone : (305) 376-4181  
Fax Number : (305) 376-6010

**FILED**  
09 MAY 14 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA/FOREIGN LIMITED LIABILITY CO.****RINGO HOLDINGS CAPITAL, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

**RECEIVED**

09 MAY 14 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

(H090001220733)

FILED

2/005

09 MAY 14 AM 8:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
RINGO HOLDINGS CAPITAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I

Name

The name of the limited liability company is RINGO HOLDINGS CAPITAL, LLC (the "Company").

Article II

Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III

Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing and principal office address for the Company 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

Article IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is GY Corporate Services, Inc.

THIS DOCUMENT PREPARED BY:

Arthur J. Furia, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6092  
Florida Bar No.: 314161

(H090001220733)

(H090001220733)

Article V  
Management

The Company shall be member managed in accordance with the Operating Agreement.

Article VI  
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Operating Agreement.

Article VII  
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a

(H090001220733)

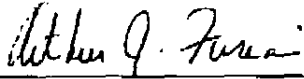
violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles effective as of the 14<sup>th</sup> day of May, 2009.

  
\_\_\_\_\_  
Arthur J. Furia, Esq., Authorized Representative

(H090001220733)

(H090001220733)

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

GY CORPORATE SERVICES, INC.

By: Arthur J. Furia  
Arthur J. Furia, Vice President

Dated: May 14, 2009

MIAMI 468191.1

FILED  
09 MAY 14 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(H090001220733)