

L09000064232

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.

(((H090001544013)))



H090001544013ABCY

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 : GBS CONSULTANTS, INC.
Account Number : I20050000012
Phone : (954) 659-8835
Fax Number : (954) 301-0417

FLORIDA/FOREIGN LIMITED LIABILITY CO.

LR MACHADO C FINANCE, LLC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL - 2 AM 8:02

Electronic Filing Menu

Corporate Filing Menu

Help

JUL - 6 2009

EXAMINER

07/01/2009 11:44

9543010417

GBS GROUP

PAGE 02/07

850-617-6381

7/1/2009 9:08:11 AM PAGE 1/001 Fax Server



July 1, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GBS CONSULTANTS INC

SUBJECT: LR MACHADO C FINANCE, LLC
REF: W09000030380

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H09000154401
Letter Number: 409A00022551

07/02/2009 14:24
850-617-6381

9543010417

GBS GROUP

PAGE 02/07

7/2/2009 1:58:13 PM PAGE 1/001 Fax Server



July 2, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GBS CONSULTANTS INC

SUBJECT: LR MACHADO C FINANCE, LLC
REF: W09000030380

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please remove all references to Corporations such as Incorporator.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H09000154401
Letter Number: 009A00022728

RECEIVED

09 JUL -2 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

(((H09000154401 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL 2 AM 8:02

ARTICLES OF ORGANIZATION OF LR MACHADO C FINANCE, 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 information, 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 **LR MACHADO C FINANCE, LLC**, and its principal office shall be located at 3340 NE 190St, Suite 305, Aventura, FL 33180 and mailing address shall be the same, County Miami-Dade, State of Florida, but it shall have the power and authority to establish branch office at any other 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, or association 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, domestic or foreign, or of any domestic or foreign state, government, or government 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

(((H09000154401 3)))

permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons , and perform any service under contract or otherwise for any entity, 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 or the accomplishment of any of the purposes, of 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 other incidental or pertaining to, or going out of, or connected with its business or powers, provides 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL -2 AM 8:02

(((H09000154401 3)))

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by member/managers and is therefore a member/manager - managed company. The initial members of the Company shall be two (2) and managers of the Company shall be four (4), to hold office until their successors has been duly elected and qualified, or until their earlier resignations, removal from office or death.

Name and address:

Luis Ramon, Machado	MBR / MGR	3340 NE 190St, Suite 305, Aventura, FL 33180
María Alexandra, Anania	MBR / MGR	3340 NE 190St, Suite 305, Aventura, FL 33180
Luis Rodolfo, Machado	MGR	3340 NE 190St, Suite 305, Aventura, FL 33180
Ana María, Cardenas	MGR	3340 NE 190St, Suite 305, Aventura, FL 33180

**ARTICLE VI
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, of 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 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL -2 AM 8:02

(((H09000154401 3)))

the limited liability company. Each member shall be entitled to an equal distributive share on profits. The distributive share of the profit shall be determined and paid to the members each year on the anniversary date 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.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The office and mailing address of the initial registered office of the limited liability company is GBS Consultants, Inc. 18501 Pines Blvd Suite 201 Pembroke Pines Fl. 33029, County of Broward, and the name of the company's initial registered agent at that address is Jorge Fernandez.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of organization of **LR MACHADO C FINANCE, LLC.** under the laws of the State of Florida, this 6/30/2009


Jorge Fernandez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL - 2 AM 8:02

(((H09000154401 3)))

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
ORGANIZATION**

GBS Consultants, Inc. having a business office identical with the registered office of the Limited Liability Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants, Inc.



Jorge Hernandez, Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL -2 AM 8:02