

**LIB 000013649**

Florida Department of State

Division of Corporations  
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.

((H10000024173 3)))



H10000024173ABCS

**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 : CIBRAN ELJAIK & LOPEZ, PC  
Account Number : 120030000013  
Phone : (305) 444-5969  
Fax Number : (305) 444-1939

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Stonebrook Ventures, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

**T. CLINE**

**FEB - 5 2010**

**EXAMINER**

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)



February 4, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CIBRAN ELJAIEK & LOPEZ, PL.

SUBJECT: STONEBROOK VENTURES, LLC  
REF: W10000005648

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L05000019954.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Regulatory Specialist II

FAX Aud. #: H10000024173  
Letter Number: 310A00002867

RECEIVED

10 FEB -4 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H10000024173 3

**ARTICLES OF ORGANIZATION  
OF****Stonebrook Tampa Ventures, LLC**

---

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **Stonebrook Tampa Ventures, LLC** (the "Company").

**ARTICLE II -- ADDRESS**

- (a) The principal address of the Company shall be 9260 Bay Plaza Blvd, Suite 501, Tampa, FL 33619.
- (b) The mailing address of the Company shall be c/o Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #700, Coconut Grove, Florida 33133.

**ARTICLE III -- DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #700, Coconut Grove, Florida 33133.**

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on

Page 2 of Articles of Organization of

H10000024173 3

Stonebrook Tampa Ventures, LLC

---

file at the principal office of the Company.

#### **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

#### **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

#### **ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial **Managers** of the Company are:

Reuven Oded

9260 Bay Plaza Blvd.  
Suite 501  
Tampa, FL 33619

David Coppa

9260 Bay Plaza Blvd.  
Suite 501  
Tampa, FL 33619

Page 3 of Articles of Organization of

H10000024173 3

Stonebrook Tampa Ventures, LLC


**ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

**ARTICLE X -- INDEMNIFICATION**

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 4<sup>th</sup> day of FEBRUARY 2010.

  
By: Santiago Eljaiek III, Esq., as Authorized Signatory

2010 FEB - 16 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Mellaw Registered Agents, LLC  
a Florida limited liability company

  
Santiago Eljaiek III, Esq., Manager