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(Business Entity Name)

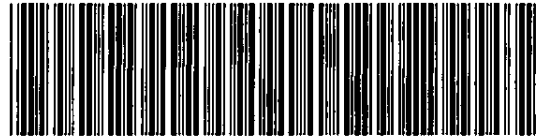
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 FEB - 8 PM 2:44

W09-52672

B. Tadlock FEB 08 2010



# Gables Hispanic Cultural Festival

Inaugural Festival September 25, 2010

November 30, 2009

To whom it may concern:

Attached please find an application to the Florida Department of State for a LLC Corporation.

The name, address and phone number of the register agent are:

Emilio Sauma Jr.  
13701 SW 66 Street  
Suite B-203  
Miami, Florida 33183  
(305) 302-9750

If you need further information don't hesitate to call

Thanks,

◦ ART

◦ MUSIC

◦ FOOD

◦ GAMES

◦ CIGARS

◦ WINE

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Gables Hispanic Cultural Festival**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Emilio Sauma Jr.**  
Name of Person

**Gales Hispanic Cultural Festival, LLC**  
Firm/Company

**13701 SW 66 Street Suite #206**  
Address

**Miami, Florida 33183**  
City/State and Zip Code

**Sauma@sauma.com**  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Emilio Sauma Jr.** at ( **305** ) **302-9750**  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 3, 2009

EMILIO SAUMA JR  
13701 SW 66 STREET, STE B-203  
MIAMI, FL 33183

SUBJECT: GABLES HISPANIC CULTURAL FESTIVAL  
Ref. Number: W09000052672

We have received your document for GABLES HISPANIC CULTURAL FESTIVAL and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 409A00037015



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 27, 2010

EMILIO SAUMA JR  
13701 SW 66 STREET, STE B-203  
MIAMI, FL 33183

SUBJECT: GABLES HISPANIC CULTURAL FESTIVAL  
Ref. Number: W09000052672

We have received your document for GABLES HISPANIC CULTURAL FESTIVAL and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 810A00002255

Please call me at 305-491-0444 and let me know if everything is OK now.

Thanks,

Magali R Abad

\_\_\_\_\_ Information from ESET Smart Security, version of virus signature database 4839 (20100205)  
\_\_\_\_\_

The message was checked by ESET Smart Security.

<http://www.eset.com>

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Gables Hispanic Cultural Festival LLC  
(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**Principal Office Address:**

13701 SW 66 Street Suite #B-206  
Miami, Florida 33183

**Mailing Address:**

13701 SW 66 Street Suite #B-206  
Miami, Florida 33183

10 FEB - 8 PM 2: 44  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

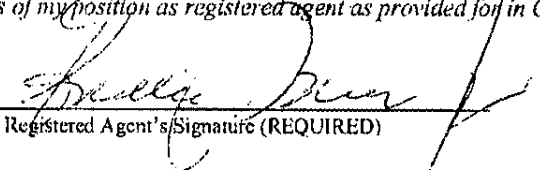
**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Emilio Sauma Jr.  
Name  
13701 SW 66 Street Suite #B-206  
Florida street address (P.O. Box **NOT** acceptable)  
Miami, Florida 33183 FL  
City, State, and Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.*

  
Registered Agent's Signature (REQUIRED)

(CONTINUED)





ARTICLE 6

Bookkeeping

6.1 BOOKS. The Managers shall maintain complete and accurate books of account of the Company's affairs at the Company's principal place of business. Such books shall be kept on such method of accounting as the Managers shall select. The company's accounting period shall be the calendar year.

6.2 MEMBER'S ACCOUNTS. The Managers shall maintain separate capital and distribution accounts for each member. Each member's capital account shall be determined and maintained in the manner set forth in Treasury Regulation 1.704-1(b)(2)(iv) and shall consist of his initial capital contribution increased by:

- (a) any additional capital contribution made by him/her;
- (b) credit balances transferred from his distribution account to his capital account; and decreased by:
  - (a) distributions to him/her in reduction of Company capital;
  - (b) the Member's share of Company losses if charged to his/her capital account.

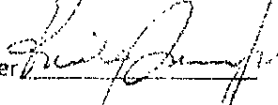
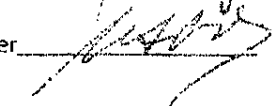
6.3 REPORTS. The Managers shall close the books of account after the close of each calendar year, and shall prepare and send to each member a statement of such Member's distributive share of income and expense for income tax reporting purposes.

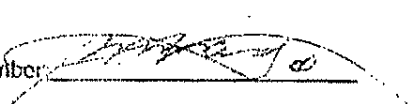
ARTICLE 7

Transfers

7.1 ASSIGNMENT. If at any time a Member proposes to sell, assign or otherwise dispose of all or any part of his interest in the Company, such Member shall first make a written offer to sell such interest to the other Members at a price determined by mutual agreement. If such other Members decline or fail to elect such interest within thirty (30) days, and if the sale or assignment is made and the Members fail to approve this sale or assignment unanimously then, pursuant to the Florida Limited Liability statutes, the purchaser or assignee shall have no right to participate in the management of the business and affairs of the Company. The purchaser or assignee shall only be entitled to receive the share of the profits or other compensation by way of income and the return of contributions to which that Member would otherwise be entitled.

Signed and Agreed this 23<sup>rd</sup> day of November, 2009.

Member   
 Member 

Member 

10 FEB - 8 PM 2: 44  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS