

Division of Corporations

L10000024427

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FLORIDA LIMITED LIABILITY CO.
SMART A/C OF MIAMI LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

S. HAWKES
MAR - 4 2010
EXAMINER

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**ARTICLES OF ORGANIZATION
FOR
SMART A/C OF MIAMI LLC**

(A Florida Limited Liability Company)

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization ("Articles"):

**ARTICLE I -
Name**

The name of the Limited Liability Company is SMART A/C OF MIAMI 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**

This Company is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV -
Address**

The initial principal office address of the Company is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

The initial mailing address of the Company is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

**ARTICLE V -
Initial Registered Agent and Registered Office**

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

**ARTICLE VI -
Membership Certificates**

Each Member's interest in the Company ("Membership Interest") may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or

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assign its Membership Interest to any other person, except as specifically provided for in the Company's Operating Agreement ("Operating Agreement").

**ARTICLE VII -
Management**

The Company shall be manager-managed in accordance with these Articles and the Operating Agreement.

**ARTICLE VIII -
Limitations on Manager's Authority**

Notwithstanding anything to the contrary contained in these Articles or the Operating Agreement, without the prior, express written consent of a majority of the Membership Interests of the Company, the Manager shall have no apparent or implied authority to do any of the following:

- (i) any act that would make it impossible to carry on the business of the Company;
- (ii) dissolve the Company;
- (iii) execute or deliver any general assignment for the benefit of the creditors of the Company;
- (iv) any act that would cause the Company to become an association taxable as a corporation;
- (v) make a significant tax election required or permitted by the Internal Revenue Code of 1986, as amended from time to time, and/or applicable law of any taxing authority to which the Company may be subject;
- (vi) sell all or substantially all of the assets of the Company, or convert, merge, or consolidate the Company with or into another entity;
- (vii) declare or pay any cash, membership or other dividend, or other distribution or payment in respect of any Membership Interest, except for any mandatory distribution with respect to the Members' tax liability as specifically set forth in the Operating Agreement;
- (viii) cause the Company, directly or indirectly, to purchase, acquire, redeem, split, combine or reclassify any Membership Interest;
- (ix) issue, purchase or sell any Membership Interest or any other securities of the Company;
- (x) increase or decrease the authorized number of, or change the designated sequences, qualifications, limitations, restrictions or special relative rights of any of the Membership Interests;

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(xi) obligate the Company as a surety, guarantor or accommodation party on any obligation;

(xii) issue, grant or sell any security, option, warrant, call, subscription or other right of any kind, fixed or contingent, that directly or indirectly calls for the issuance, sale, pledge or other disposition of any Membership Interest;

(xiii) release or discharge any debt due the Company, except in the ordinary course of business or unless the Company has received the full amount thereof;

(xiv) sell, mortgage, transfer or otherwise dispose of any assets of Company, except in the ordinary course of business;

(xv) adopt or approve any operating or capital budgets for future operations and investments;

(xvi) acquire, form or fund any affiliates or subsidiaries;

(xvii) incur any indebtedness, make any loans by or pledge the credit of Company, except for debt or credit incurred in the ordinary course of the Company's business for trade payables;

(xviii) authorize the payment of any non-recurring obligation in excess of \$5,000.00;

(xix) enter into or amend any contract or agreement between the Company and any Member or any Member's affiliate or family member;

(xx) pay any fee, salary or other compensation to any Member or any Member's affiliate or family member;

(xxi) admit additional Members to the Company;

(xxii) amend the Operating Agreement;

(xxiii) set or adjust salaries and/or benefits of employees;

(xxiv) take any other action or make any other decision that is required to be approved by the Members;

(xxv) amend these Articles;

(xxvi) make a decision to compromise the obligation of a Member to make a capital contribution or return money or property paid or distributed in violation of the Act;

(xxvii) make a decision on additional capital contributions to the Company;

(xxviii) make new or increased financing of every type and matter not in the ordinary course of business;

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- (xxix) make any acquisition or disposition not in the ordinary course of business;
- (xxx) redeem any Membership Interest; and
- (xxxi) make or approve any transactions with Manager and/or affiliates of Manager of the Company.

**ARTICLE IX -
Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the 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 X -
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, managing member 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.

Expenses (including attorney's fees) incurred by an member, manager or officer in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking (secured or unsecured as may be determined by the Company) by or on behalf of such member, manager or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Company deems appropriate.

Notwithstanding the foregoing, indemnification or advancement of expenses shall not be made to or on behalf of any member, manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such member, manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

- (a) A violation of criminal law, unless the member, manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
- (b) A transaction from which the member, manager, managing member, officer, employee, or agent derived an improper personal benefit.

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(c) In the case of a manager or managing member, a circumstance under which the liability provisions of section 408.426 of the Florida Statutes are applicable.

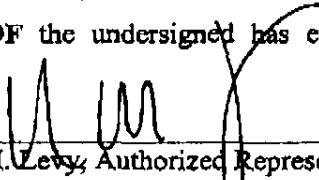
(d) Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a member, manager, managing member, officer, employee, or agent and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such 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 XI -
Amendment**

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

 IN WITNESS WHEREOF the undersigned has executed these Articles as of the day of March, 2010.



Kevin M. Levy, Authorized Representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

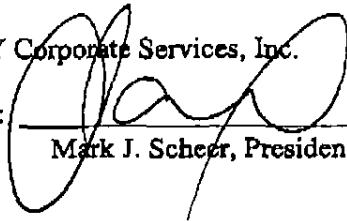
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY Corporate Services, Inc.

By:


Mark J. Scheer, President

Dated: March 2, 2010

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