

L10000040540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

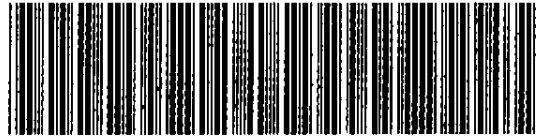
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400175360184

04/14/10--01025--015 **155.00

FILED
10 APR 14 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 15 2010

EXAMINER

THE LAW OFFICES OF
RICHARD J. KAPLAN, P.A.
SUITE 402
1999 UNIVERSITY DRIVE
CORAL SPRINGS, FLORIDA 33071

HOLLYWOOD OFFICE
2ND FLOOR
4310 SHERIDAN
HOLLYWOOD, FLORIDA 33021

TELEPHONE
BROWARD & BOCA RATON (954)752-1732
TOLL FREE (888)475-1732

REPLY TO: CORAL SPRINGS

April 13, 2010

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

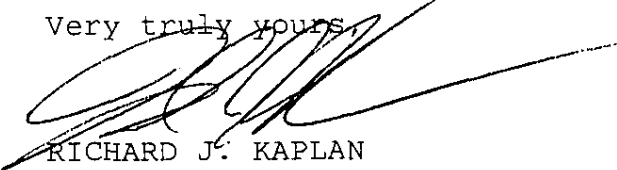
Re: VALUE CAPITAL PROPERTIES, LLC
Gentlemen:

Enclosed please find one original and one copy of the Articles of Organization of VALUE CAPITAL PROPERTIES, LLC, together with our check in the amount of \$155.00 representing filing fee of \$100.00, certified copy fee of \$30.00 and registered agent fee of \$25.00.

Please effect immediately and forward necessary documentation together with the certified copy of the Articles to this office.

Thank you for your assistance.

Very truly yours,


RICHARD J. KAPLAN
RJK/lrl
Encs.

FILED
10 APR 14 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
VALUE CAPITAL PROPERTIES, LLC

The undersigned certify that we have associated ourselves together for the purpose of being a limited liability company under the laws of the State of Florida, providing for the formation, 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, PRINCIPAL PLACE AND MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be VALUE CAPITAL PROPERTIES, LLC, and its principal office and mailing address will be located at 3545 S. Ocean Blvd., Suite 301, Palm Beach, FL 33480, but it shall have the power and authority to establish branch offices at any other place or 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:

FILED
10 APR 14 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, sell, convey, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation 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 in connection with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental 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 permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract

10 APR 14 PM 2:10
RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

or otherwise for any corporation, joint stock company, 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 of rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, 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 others incidental or pertaining to, or going out of, or connected with its business or powers, provided 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

10 APR 14 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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, by and through the Manager under a Operating Agreement, and pursuant to the Articles herein, adopted by the members.

ARTICLE IV

MANAGER

The name and address of the initial Manager (which can be changed by the Operating Agreement) is:

TITLE:

Manager

NAME AND ADDRESS

ANTHONY J. HAMMEL

3545 S. Ocean Blvd., Suite 301,
Palm Beach, FL 33480

ARTICLE V

DURATION

This limited liability company shall exist as the case may

FILED
10 APR 14 PM 2:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

be, or until it dissolves in a manner provided by law, or as provided for in the Operating Agreement adopted by the members.

ARTICLE VI

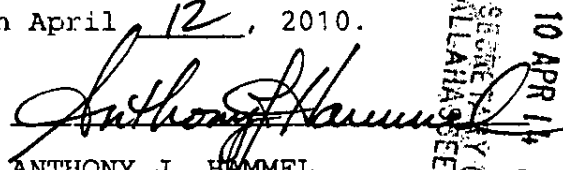
This limited liability company shall indemnify any manager or member, or any former manager or member, to the fullest extent permitted by law.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3545 S. Ocean Blvd., Suite 301, Palm Beach, FL 33480 address, and the name of the company's initial registered agent at that address is ANTHONY J. HAMMEL. The undersigned being an original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of VALUE CAPITAL PROPERTIES, LLC.

Executed by the undersigned on April 12, 2010.


ANTHONY J. HAMMEL

STATE OF NEW YORK

COUNTY OF Westchester

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered

FILED
10 APR 14 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

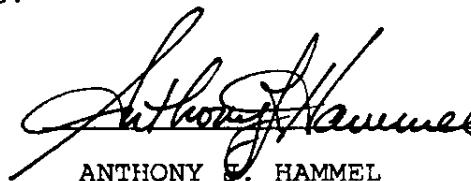
agent in the State of Florida:

The name of the limited liability company is VALUE CAPITAL PROPERTIES, LLC.

The name of the registered agent for VALUE CAPITAL PROPERTIES, LLC is ANTHONY J. HAMMEL, and the street address of the company's principal office where the agent is located is 3545 S. Ocean Blvd., Suite 301, Palm Beach, FL 33480.

This statement is to acknowledge that, as indicated above, that VALUE CAPITAL PROPERTIES, LLC has appointed me, ANTHONY J. HAMMEL, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED April 12, 2010.


ANTHONY J. HAMMEL

FILED
10 APR 14 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12th The foregoing instrument was acknowledged before me this day of April, 2010 by ANTHONY J. HAMMEL, agent on behalf of VALUE CAPITAL PROPERTIES, LLC. He is personally known to me or has produced Driver's License as identification.

My Commission Expires:

2/6/11

NOTARY PUBLIC

JAMES MARSICO
NOTARY PUBLIC-STATE OF NEW YORK
No. 02MA5037280
Qualified in Westchester County
My Commission Expires February 06, 2011