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FLORIDA LIMITED LIABILITY CO.
CHELSEA MARINA 2009, LLC.

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**ARTICLES OF ORGANIZATION
OF
CHELSEA MARINA 2009, LLC.**

The undersigned, for 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 **CHELSEA MARINA 2009, LLC.** The principal place of business of the Company in Florida shall be:

8367 NW 142 ST.
MIAMI, FLORIDA 33016

The mailing address shall be:

8367 NW 142 ST.
MIAMI, FLORIDA 33016

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ARTICLE II- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE III-PURPOSE AND POWERS

The general purpose for which the Company is organized is to engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.¹

ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

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Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, Fl. 33156

ARTICLE V- CAPITAL CONTRIBUTIONS-Members

The members of the Company, as listed below, shall have the percentage of ownership as specified bellow:

<u>Name</u>	<u>Percentage</u>
TOLEDO LAND REVOCABLE TRUST, dated 12/09/2009	100%

ARTICLE VI- CAPITAL CONTRIBUTION

Each member shall make capital contributions to the Company only upon the unanimous consent of all members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon consent of a majority of members.

ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the

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Company is **Alexandra V. Morales**, 6880 Queen Palm terr., Miami Lakes, Florida 33014.

ARTICLE X- MEETING BY CONFERENCE TELEPHONE

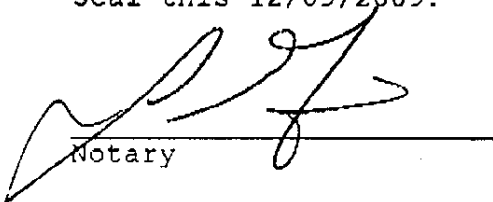
Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this 12/09/ 2009.


MARINA TOLEDO

Before me personally appeared MARINA TOLEDO to me well known to be the agent for the organizers of the above limited liability company, who produced his drivers license and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that they made the same for the uses and purpose mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 12/09/2009.


Notary



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507,
CHELSEA MARINA 2009, LLC

submits the following statement to designate a registered office
and registered agent in the state of Florida:

1. The name of the limited liability company is
CHELSEA MARINA 2009, LLC

2. The name and street address of the registered agent in
Florida is:

Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, Fl. 33156

The undersigned, being the person named in the articles of
organization of **CHELSEA MARINA 2009, LLC** as registered
agent of this limited liability company, hereby consents to
accept service of process for the above stated company at the
place designated in the articles of organization, and accepts the
appointment as registered agent and agrees to act in this
capacity. The undersigned further agrees to comply with the
provisions of all statutes relating to the proper and complete
performance of his or her duties, and is familiar with and
accepts the obligations of the position of registered agent.


Jorge Gaviria

CLERK OF STATE
TALLAHASSEE, FLORIDA

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