

#L10000122902

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

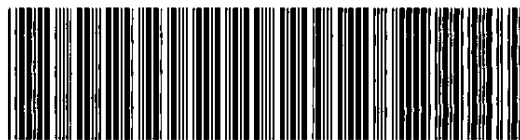
(Document Number)

Certified Copies _____

Certificates of Status _____

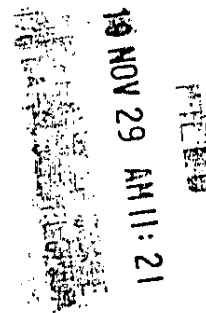
Special Instructions to Filing Officer:

Office Use Only



300187264943

11/29/10--01010--022 **125.00



K. SALLY
EXAMINER

NOV 30 2010

November 23, 2010

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: KW Management, LLC - Articles of Organization

Dear Sir:

Enclosed are duplicate originals of the Articles of Organization for the above limited liability company together with my check in the amount of \$125.00, payable to the Florida Department of State, representing the filing fee. Please file the enclosed Articles of Organization with the Florida Secretary of State, and mail me the original confirmation in the enclosed self-addressed stamped envelope. Thank you for your anticipated prompt attention to this matter.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
Encls.

cc: Mr. David Weinberg (with encls. - by email to davidkleen@aol.com)
Mr. John Herzberg (with encls. - by email to kleen90519@aol.com)

**ARTICLES OF ORGANIZATION
OF
KW MANAGEMENT, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be KW MANAGEMENT, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability company is: c/o Roth & Scholl, 866 South Dixie Highway, Coral Gables, FL 33146.

**ARTICLE III
DURATION**

This Limited Liability Company shall be perpetual.

**ARTICLE IV
MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of Membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V
MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the

NOV 29 AM 11:21
FILED

Limited Liability Company but shall be never less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial managers of the Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
David L. Weinberg	c/o Roth & Scholl 866 South Dixie Highway Coral Gables, FL 33146
John Herzberg	c/o Roth & Scholl 866 South Dixie Highway Coral Gables, FL 33146

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In no such event, the terms and conditions for the admission of the additional members, together with the capital contributions required of new members, shall be determined at the time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning all of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VII

MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Member Units of the Limited Liability Company.

ARTICLE VIII

WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member at anytime upon written notice.

ARTICLE IX
DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and all of the members may consent to a distribution.

ARTICLE X
OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

ARTICLE XI
AMENDMENT OF ARTICLES OF ORGANIZATION

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

ARTICLE XII
INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 23^d day of November, 2010.



Jeffrey C. Roth, authorized representative
of the members of the Limited Liability Company

(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.)

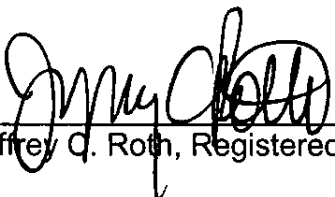
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. Name of Limited Liability Company is KW MANAGEMENT, LLC.
2. The name and the Florida street address of the registered agent are:

Jeffrey C. Roth, Esq.
Roth & Scholl
866 South Dixie Highway
Coral Gables, FL 33146

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.



Jeffrey C. Roth, Registered Agent