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Division of Corporations

RICARDO MARTINEZ

Notary Public

**L11000007226**

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FLORIDA LIMITED LIABILITY CO.  
LUHAINA LIMITED LIABILITY COMPANY

Certificate of Status	1
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EXAMINER

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H11000013563 3

**LUHAINA LIMITED LIABILITY COMPANY**

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

**ARTICLE I - Name:**

The name of the Florida Limited Liability Company is:

**LUHAINA LIMITED LIABILITY COMPANY**, hereinafter designated the "Limited Liability Company."

**ARTICLE II - Address:**

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

LUHAINA LIMITED LIABILITY COMPANY  
9933 East Broadview Drive,  
Bay Harbor Islands, Florida 33154.

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

The name and the Florida address of the registered agent of the Limited Liability Company is:

**GIL GUADALPI,**  
of 9933 East Broadview Drive,  
Bay Harbor Islands, Florida 33154.

Ricardo Martinez-Cid, P.A.  
1699 Coral Way, Suite 510  
Miami, Florida 33145-2860  
Telephone # (305) 859-7494  
Facsimile # (305) 858-2513

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H11000013563 3

*Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.*



GIL GUADALUPE

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V - Initial Managers and Officers:**

The Limited Liability Company will initially have one (1) manager. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but will never be less than one (1). The initial manager of the Limited Liability Company is FABIEN LE MARCHAND-BARON, of 9933 East Broadview Drive, Bay Harbor Islands, Florida 33154.

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**ARTICLE VI - Scope of Managers' Authority:**

The Manager-President of the Limited Liability Company, may by his/her sole signature, alone or joined by the other Manager, exercise the broadest powers granted by law, including, without limitation, except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person will be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law. Subject to and as provided above, the President, Secretary and Treasurer of the Limited Liability Company will have duties similar to those found in a Florida corporation. Nevertheless, it is expressly provided that only the President may lease for a term of more than one year, transfer, hypothecate, mortgage, or otherwise deal with real estate owned by the Limited Liability Company real estate.

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**ARTICLE VII - Transferability of Member's Interest:**

No member will have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**ARTICLE VIII - Nature of Business and Purpose:**

The Limited Liability Company is organized to purchase, develop and manage quality South Florida real estate, and for all other lawful businesses.

**ARTICLE IX. Beginning of Limited Liability Company Existence:**

The Limited Liability Company's existence will begin effective as of the date this Articles of Organization are filed with the Florida Secretary of State.

**ARTICLE X - Duration:**

The duration of the Limited Liability Company will be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

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**ARTICLE XI - Dissolution:**

The Limited Liability Company will be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

**ARTICLE XII - Percentage Interest: Membership Certificate:**

The profits and losses of the Limited Liability Company will be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which will be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization, this January 17, 2011, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.



FABIEN LE MARCHAND-BARON

*(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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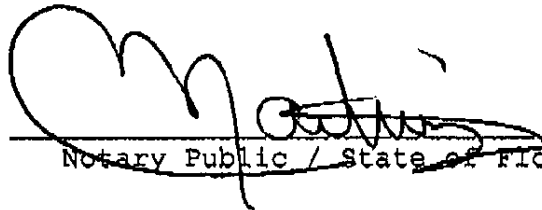
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MIAMI-DADE COUNTY )  
CITY OF MIAMI ) S.S.  
STATE OF FLORIDA )

I HEREBY CERTIFY that on this day, FABIEN LE MARCHAND-BARON, appeared before me, under oath, and he acknowledged before me that he executed the foregoing document, for the purposes therein expressed, and he is either known to me or produced his French Passport Number 08AR26652, issued April 4, 2008, stamped by the United States Bureau of Citizenship and Immigration Services, for identification purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Miami, Florida, on this January 17, 2011.

  
\_\_\_\_\_  
Notary Public / State of Florida

\_\_\_\_\_  
(Name of Notary Public)



\_\_\_\_\_  
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**LUHAINA LIMITED LIABILITY COMPANY  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:

**LUHAINA LIMITED LIABILITY COMPANY**, hereinafter designated the "Limited Liability Company."

2. The name and the Florida street address of the registered agent of the Limited Liability Company is:

**GIL GUADALPI,**  
of 9933 East Broadview Drive,  
Bay Harbor Islands, Florida 33154.

*Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.*



**GIL GUADALPI**

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