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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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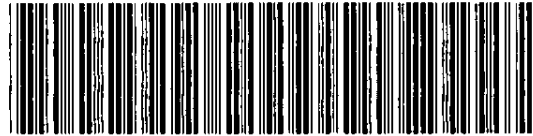
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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EFFECTIVE DATE

2/1/2011

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SECRETARY OF STATE  
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B. KOHR

FEB - 3 2011

EXAMINER

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

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DIVISION OF CORPORATIONS  
11 FEB -3 PM 3:28

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CARME LA DESSERTS, LLC (Corporation Name) (Document #) 2/1/2011 (EFFECTIVE DATE)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

### NEW FILINGS

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

2/3/2011 10:32 AM FROM: FAY MARTINEZ PERDOMO TO: 3052201440 PAGE: 002 OF 005

**Articles of Organization of**  
**CARMELA DESSERTS, LLC.**  
**Limited Liability Company**

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KNOW ALL MEN BY THESE PRESENTS: That I, Owner and Founder, desiring to form a limited liability company for those purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

EFFECTIVE DATE 2/1/2011

**Article I**

**Company Name**

That name of the limited liability company is:

CARMELA DESSERTS, LLC.

**Article II**

**Duration**

Effective Date: February 01, 2011

That the period of duration of this limited liability company is thirty years from the date of filing hereof with Florida unless sooner dissolved as provided by Florida law.

**Article III**

**Purpose**

That the purpose for which this limited Liability Company is organized is primarily to run a cream milk factory and other goods and services that are permitted by law, within the statutes of the State of Florida and other states permit.

## **Article IV**

### **Principal Place of Business**

That the address of its principal place of business is:

**10502 W FLAGLER ST.**

**MIAMI, FL. 33174**

## **Article V**

### **Registered Agent & Office**

The name and Florida Street address of the registered agent is:

**JORGE LORENZO M MEDINA**

**10502 W FLAGLER ST.**

**MIAMI FL. 33174**

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.

Registered Agent Signature: **X**



## **Article VI**

### **Capitalization**

That the total capital contributions of each Member, which is his or its respective undivided interest in personal property having at least a value totaling **\$500.00** should be allocated as follows.

- |   |                               |                        |                 |
|---|-------------------------------|------------------------|-----------------|
| ▪ | <b>JORGE LORENZO M MEDINA</b> | <b>Managing Member</b> | <b>\$500.00</b> |
|   | <b>10502 W. FLAGLER ST.</b>   |                        |                 |
|   | <b>MIAMI, FL. 33174</b>       |                        |                 |

**Article VII**  
**Additional Liability of Members**

That no additional capital contributions will be required.

**Article VIII**  
**Admission of Additional Members**

That additional Members will be admitted or expelled only with the unanimous consent of all Members entitled to participate in management and upon such terms as are unanimously agreed to by all members entitled to a dividend upon dissolution or liquidation.

**Article XI**  
**Continuity of Life**

That the remaining members of the limited liability company may only have the right to continue the business upon death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminated the continued Membership of a Member in this limited liability company if they unanimously elect to do so. The return of capital and the distribution of profits shall be determined from the company's books, as of the effective date of withdrawal, based on generally accepted accounting practices, and paid as soon as practicable without diminishing the prospects of the company's ventures and subject to the limitations of the **FLORIDA** Limited Company Act.

**Article X**  
**Management**

The business of the company shall be conducted under the exclusive management of its Members, or outside managers if its Members unanimously elect, who shall have exclusive authority to act for the company in all matters. The Members from time to time designated certain Members as Officers to act for the Company in certain matters as specified by the **LLC Operating Agreement**.

Dated this 1 day of February, 2011.

X 

**JORGE LORENZO M MEDINA**