

L11000046225

(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



900201989269

04/18/11--01059--015 \*\*125.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR 18 AM 10 28

N. Culligan APR 19 2011

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: AGRASUN Biofuels Latin America, LLC**  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Harry A. Payton**

Name of Person

**Payton & Associates, LLC**

Firm/Company

**2 South Biscayne Blvd., Ste. 1600**

Address

**Miami, FL 33131**

City/State and Zip Code

**payton@payton-law.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Harry A. Payton**

Name of Person

at ( **305** ) **372-3500 ext. 15**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

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

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION OF  
AGRASUN BIOFUELS LATIN AMERICA, LLC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR 18 AM 10:28

The undersigned certify that we have associated ourselves together for the purpose of becoming 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 AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The name of the limited liability company shall be AGRASUN Biofuels Latin America, LLC, and its principal office shall be located at 7301 S.W. 57 Ct., Suite 500, South Miami, FL. 33143, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Its mailing address shall be 7301 S.W. 57 Ct., Suite 500, South Miami, FL. 33143.

**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:

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 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 for its business 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 the operating agreement of AGRASUN

(EM)

Biofuels Latin America, LLC adopted by the members ("operating agreement") 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 the contract 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, 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, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles and the operating agreement adopted by the members, either alone or together 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.

7. 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.

8. Nothing contained in these Articles shall be deemed or 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 manager(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

891

#### ARTICLE IV.

##### MANAGERS

The names and addresses of the Managers are as follows:

<u>Title</u>	<u>Name and Address</u>
General MGR	Carlos Prio, Jr. 7301 S.W. 57 Ct. Suite 500 South Miami, Florida 33143
Technical MGR	Esperanza Morales Calle 126, No. 11B91, Edificio <del>Bugamdilla</del> , Torre 12, <i>Buganvilla</i> Santa Barbara, Bogota, Colombia

#### ARTICLE V.

##### MANAGEMENT

This limited liability company initially shall be a manager-managed company. The names and addresses of the persons who shall serve as the (a) General Manager is Carlos Prio, Jr., 7301 S.W. 57 Ct., Suite 500, South Miami, FL. 33143 and (b) Technical Manager is Esperanza Morales, Calle 126, No. 11B91, Edificio Bugamdilla, Torre 12, Santa Barbara, Bogota, Colombia. The operating agreement adopted by the members shall set forth the procedures for creating any new or additional manager(s).

#### ARTICLE VI.

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members; however, the membership interests of the initial members shall not be diluted except upon unanimous consent of the initial members. Contributions required of new members shall be determined as of the time of admission to the limited liability company by majority consent.

A member's interest in the limited liability may not be sold or otherwise transferred except as set forth in the operating agreement adopted by the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the rights of the remaining member(s) are set forth in the operating agreement adopted by the members.

*EM*

## ARTICLE VII.

### DURATION

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the operating agreement adopted by the members.

## ARTICLE VIII.

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7301 S.W. 57 Ct., Suite 500, South Miami, FL. 33143 and the name of the company's initial registered agent at that address is Carlos Prio, Jr.

The undersigned being the original members of the limited liability company certify that this instrument constitutes the proposed Articles of Organization of AGRASUN Biofuels Latin America, LLC.

Executed by the undersigned on March ~~31~~, 2011.

AGRASUN, Inc.  
7301 S.W. 57 Ct.,  
Suite 500,  
South Miami, FL. 33143

By:

Stephen M. Kline  
Stephen Kline, President

Executed by the undersigned on March ~~31~~, 2011.

Live Systems Technology, S.A.  
Calle 126, No. 11B91,  
Edificio ~~Bugamilla~~, Torre 12, *Bugavilla*  
Santa Barbara, Bogota, Colombia

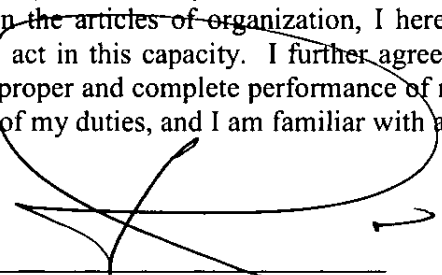
By:

Esperanza Morales Sr.  
Esperanza Morales, Authorized Representative

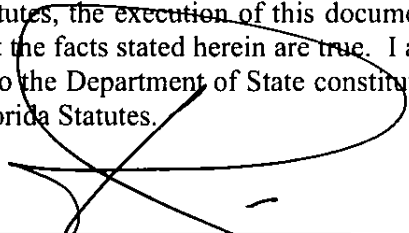
*EM*

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE/MEMBER/REPRESENTATIVE OF  
AGRASUN BIOFUELS LATIN AMERICA, LLC**

Having been named as registered agent and to accept service of process for AGRASUN Biofuels Latin America, LLC at the place designated in the articles of organization, 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Carlos Prio, Jr., Registered Agent

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
Carlos Prio, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 APR 18 AM 10:28