

L11000050225

Alex Hlavacek

6538 COLLINS AVE # 286

MIAMI BEACH, FL 33141

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

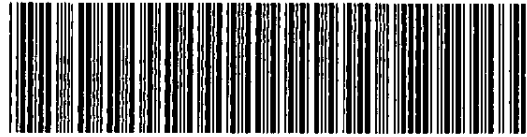
(Business Entry Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300202968583

04/26/11--01013--004 *\$170.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 28 PM 12:52

N. Culligan APR 28 2011

Cover Letter - Instructions

Dear Florida Department of State,

Please file these Articles of Organization. Please return a Certified Copy of the Articles of Organization and a Certificate of Status. Please attach an Apostille for Switzerland to the Articles of Organization. A FedEx Shipping label is enclosed.

Name of Entity: Consultants Be LLC

Requested Services:

Filing of Document (Consultants Be LLC)

Certified Copy (Articles of Organization)

~~Apostille for Switzerland attached to the Articles of Organization~~

Certificate of Status

Check is enclosed

Shipping Instructions:

1) Please return the documents using Fed Ex Standard Overnight Service (shipping label is enclosed)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 27, 2011

ALEX HLAVACEK
6538 COLLINS AVENUE #286
MIAMI BEACH, FL 33141

SUBJECT: CONSULTANTS BE LLC
Ref. Number: W11000023624

We have received your document for CONSULTANTS BE LLC and your check(s) totaling \$170.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 411A00010254

SECRETARY OF STATE
State of Florida
Division of Corporations
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 APR 28 PM 12: 52

ARTICLES OF ORGANIZATION

of

CONSULTANTS BE LLC

ARTICLE I - Name:

The name of the limited liability company is:

CONSULTANTS BE LLC

ARTICLE II - Mailing and Street Address:

6538 Collins Av. #286
Miami Beach, FL 33141

ARTICLE III - Name and street address of the Registered Agent:

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

Alex Hlavacek
320 85th Street, #14
Miami Beach, FL 33141

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 as provided for in chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV – Membership:

Members, Admissions: The members of the limited liability company shall have the right to admit other members to the limited liability company. The members will determine the terms and conditions of admission.

Each member's interest in the Limited Liability Company shall be evidenced by a certificate of membership issued by the company. Transferability of the certificates of membership shall be in accordance with terms of the Operating Agreement.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company.

ARTICLE V – Management:

Management. The company shall be managed by a manager or managers who shall be elected by the members of the Company.

The manager or managers shall have the right and authority to incur any debt, obligation or liability on behalf of and in the name of the Company. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement.

The number of managers of the Company may be increased or decreased from time to time as may be determined by the unanimous written consent of the members of the Company. All executive powers of the Company herein granted shall be vested in the hands of the Company manager(s). Only the manager or the managers may act for and on behalf of the Company. Each manager shall be allowed to act separately without any limitation.

The name and address of the initial managers of the Company who shall serve as the manager of the Company until such manager's successors are elected and duly qualified, is as follows:

WESTERN CONSULTANTS LLC

Company registered in Oregon, USA, under the Reg. Nr. 428296-97

Mailing Address: 3129 Quimby Street, San Diego, CA 92106, USA

ARTICLE VI - Purpose:

The company will have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which LLCs may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to an LLC.

ARTICLE VII – Capitalization:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The capital contribution of the members has an agreed value of USD 200,000.00
(Two Hundred Thousand USD) and will be paid in full by June 30, 2011. 11 APR 28 PM 12: 52

ARTICLE VIII – Operating Agreement:

Operating Agreement: The Operating Agreement of the Company will be executed by the member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the law or these Articles.

ARTICLE IX – Indemnification:

The Company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

Signed on April 28, 2011



Signature of an authorized representative of a member

(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).

Alex Hlavacek

Typed or printed name of signer