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Division of Corporations  
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EFFECTIVE DATE **2/27/2012**

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## To:

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Fax Number : (850)617-6383

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
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FLORIDA LIMITED LIABILITY CO.  
MHDC Properties LLC

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**B. KOHR**

FEB 29 2012

**EXAMINER**

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EFFECTIVE DATE

2/27/2012

## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
MHDC Properties LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
MHDC Properties LLC  
300 Gulf Road  
Key Biscayne FL 33149

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Maria T. Hoyos  
300 Gulf Road  
Key Biscayne FL 33149

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall 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.

Maite Hoyos, P.A.  
1101 Brickell Avenue, Suite 704N  
Miami FL 33131  
305-371-2132

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

Maria T. Hoyos  
300 Gulf Road  
Key Biscayne FL 33149  
David C. Cimo  
300 Gulf Road  
Key Biscayne FL 33149

Article VII. Company Existence

The Company's existence shall begin effective as of February 27, 2012.

The undersigned authorized representative of a member executed these Articles of Organization on 2/27/2012.



\_\_\_\_\_  
MAITE HOYOS, P.A.  
by Valerie Hawk-Donohue as atty-in-fact

Maite Hoyos, P.A.  
1101 Brickell Avenue, Suite 704N  
Miami FL 33131  
305-371-2132

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

MHDC Properties LLC

### REGISTERED AGENT/OFFICE:

Maria T. Hoyos  
300 Gulf Road  
Key Biscayne FL 33149

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARIA T. HOYOS

by Valerie Hawk-Donohue as atty-in-fact

Date: February 27, 2012.

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