

L12 000041434

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

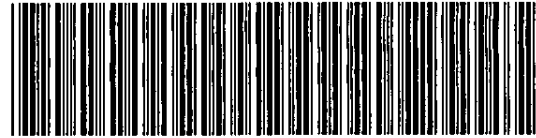
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 MAR 23 AM 11:14
SECRETARY OF STATE
CALIFORNIA

LAW OFFICES
Daniel Z. Averbook, P.A.

FAX (305) 531-0099
TELEPHONE (305) 531-0098
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DELIVERIES TO:
4555 NORTH MERIDIAN AVENUE
MIAMI BEACH, FLORIDA 33140

MAILING ADDRESS:
POST OFFICE BOX 402396
MIAMI BEACH, FLORIDA 33140-0396

March 20, 2012

VIA PRIORITY MAIL
TRK#9405 5036 9930 0453 1066 55

Department of State
Corporation Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

RE: Articles of Organization of CEDARBROOK PARTNERS FLORIDA LLC

Dear Sirs:

Enclosed are two (2) copies of the ARTICLES OF ORGANIZATION OF
CEDARBROOK PARTNERS FLORIDA LLC.

Please file the Articles in your records and, if possible, return one copy as a certified copy
to me.

I have enclosed my check in the amount of \$160.00 to cover the cost of the following:

Filing fee:	\$100.00
Registered Agent fee:	25.00
Certificate of Status	5.00
Certified Copy of Record:	<u>30.00</u>
Total	<u>\$ 160.00</u>

If you have a questions, please do not hesitate to contact me.

Sincerely,

Daniel Z. Averbook

DZA:llc
cedarbrookllc
cc: Joseph M. Averbook

**ARTICLES OF ORGANIZATION
OF
CEDARBROOK PARTNERS FLORIDA LLC**

ARTICLE I - NAME

The name of the limited liability company is Cedarbrook Partners Florida LLC, ("Company").

ARTICLE II - ADDRESS

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

Principal Office Address:
4555 N Meridian Ave
Miami Beach, Florida 33140-2944

Mailing Address:
4555 N Meridian Ave
Miami Beach, Florida 33140-2944

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Daniel Z. Averbook, Esq.
4555 N Meridian Ave
Miami Beach, Florida 33140-2944

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12 MAR 23 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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..


Daniel Z. Averbook, Esq.

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGMR" = Managing Member

MGMR

Joseph M. Averbok
4555 N Meridian Ave
Miami Beach, Florida 33140-2944

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be April 2, 2012.

ARTICLE VI - OTHER MATTERS

INDEMNIFICATION

Upon approval of a majority of the Members, the Company will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are the those that are serving or have served the Company in the following positions:

- (1) Member,
- (2) Manager or Managing Member,
- (3) Employee, or
- (4) Agent of the Corporation.

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, or other enterprise at the request of the Company he will also be entitled to be indemnified by the Company upon approval of a majority of the Members.

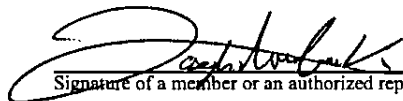
The types of claims that will be indemnified are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Company, brought to impose any liability or penalty on a person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by a person serving the Company in any capacity described above.

The person will be indemnified by the Company to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Company will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses.

The Members may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Company would have the power to indemnify him against that type of liability under the provisions of this Article.

REQUIRED SIGNATURE:


Signature of a member or 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.)

Joseph M. Averbook
Typed or printed name of signee