

L12000048339

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000092353 3)))



H120000923533ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
Account Number : I20000000019
Phone : (305) 552-5973
Fax Number : (305) 220-1440

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

12 APR -9 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED LIABILITY CO. FERNANDRA PROPERTIES, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 APR -9 PM 12:13

FILED

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

Help

02/19/2030 01:18
2012-APR-09-MON 12:02

#4908 P.002/005
P. 082

H 12000092353

FILED
12 APR -9 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FERNANDRA PROPERTIES, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is: FERNANDRA PROPERTIES, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of execution of these Articles as filed with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is:

2000 Ponce de Leon Blvd., Suite #600
Coral Gables, Florida 33134

Article IV
Initial Registered Office and Agent

The name of the initial registered agent of this Company is NCG Management, LLC and the street address of the initial registered office of this Company is at:

232 Andalusia Avenue, Suite 202,
Coral Gables, Florida 33134.

Article V
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only as provided in the Regulations and Operating Agreement of the Company.

H 12000092353

H 1 2 0 0 0 0 9 2 3 5 3

Article VI
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

Article VII
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, managing member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, managing member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a manager, member, managing member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, managing member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, managing member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not

H 1 2 0 0 0 0 9 2 3 5 3

H12000092353

estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an indemnified person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each indemnified person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such indemnified person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII
Management

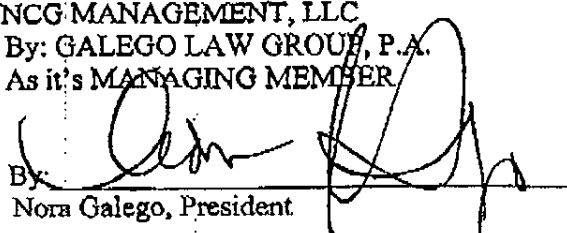
This Company shall be initially managed by ONE (1) Managing Member, JOAO FERNANDO KFOURI, in accordance with the Regulations and Operating Agreement of the Company.

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of one or more of the initial members has executed these Articles effective as of the 8th day of January, 2006.

NCG MANAGEMENT, LLC
By: GALEGO LAW GROUP, P.A.
As it's MANAGING MEMBER

By: 
Nora Galego, President

H12000092353

02/19/2030 01:18
2012-APR-09-MON 12:02

#4908 P.005/005
P.005

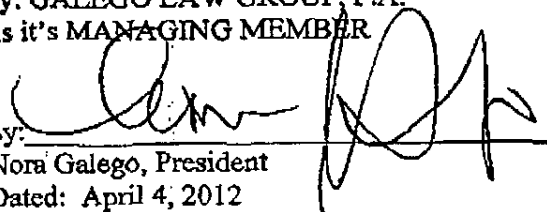
H12000092353

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to

the proper and complete performance of its duties.

NCG MANAGEMENT, LLC
By: GALEGO LAW GROUP, P.A.
As it's MANAGING MEMBER

By: 
Nora Galego, President
Dated: April 4, 2012

H12000092353