

L12000052445

Francisco Botta
4261 NW 36 Ave.
Miami, FL 33142

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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D. BRUCE

APR 18 2012

EXAMINER

PH-71920



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2012

FRANCISCO BOTTA
4261 NW 36TH AVE
MIAMI, FL 33142

SUBJECT: GEMERCO, LLC
Ref. Number: W12000021253

We have received your document for GEMERCO, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

The document number of the name conflict is P11000071920.

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) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 912A00011990

**ARTICLES OF ORGANIZATION
OF
GEMERCO, LLC**

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes 608.411(3):

**ARTICLE I
NAME**

The name of the Limited Liability Company shall be: GEMERCO , LLC (the "Company").

**ARTICLE II
PRINCIPAL AND MAILING ADDRESS**

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

4261 NW 36 Avenue
Miami, Florida 33142

**ARTICLE III
DURATION**

The company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the operating agreement.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

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

Francisco Botta
4261 NW 36 Avenue
Miami, FL 33142

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by writtem consent. The name and address of the initial members of the company are:

Ernesto H. Botta
999 Brickell Bay Drive # 701
Miami, FL 33131

Patricia M. Viola de Botta
999 Brickell Bay Drive # 701
Miami, FL 33131

Francisco A. Botta
7904 West Drive # 112
North Bay Village, FL 33141

Maximiliano M. Botta
100 Golden Isles Drive # 809
Hallandale Beach, FL 33009

ARTICLE VI
MANAGEMENT

The company shall be a member-managed company, as provided in Florida Statutes 608.422, and shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles or organization.

ARTICLE VII
INDEMNIFICATION

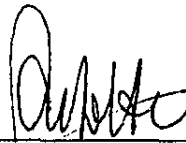
To the fullest extent permitted under, in accordance with or not prohibited by laws of the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other financial adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she

personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

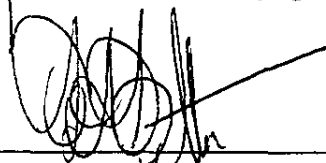
Signed this 21st day of March, 2012



Ernesto H. Botta, Managing Member



Patricia M. Viola de Botta, Managing Member



Francisco A. Botta, Managing Member



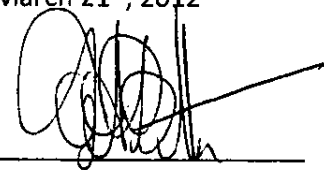
Maximiliano M. Botta, Managing Member

**ACKNOWLEDGEMENT OF REGISTERED AGENT
OF
GEMERCO, LLC**

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 608.415 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's positions as registered agent.

Date: March 21st, 2012

By: _____



Francisco A. Botta
4261 NW 36 Avenue
Miami, FL 33142