

SEP 10 2012

3:49 PM

3054445969

Division of Corporations

Page 1 of 1

L12000115166

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.

((H12000223261 3)))



H120002232613ABCT

**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 : MARIN, ELJAIK, & LOPEZ, PL  
Account Number : I20030000013  
Phone : (305) 444-5969  
Fax Number : (305) 444-1939

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

Email Address:

*INFO@MELLAWYERS.COM*

**FLORIDA LIMITED LIABILITY CO.  
Ben-Zvi Holdings, LLC**

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

RECEIVED  
12 SEP 10 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
12 SEP 10 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

B. BOSTICK

SEP 11 2012

EXAMINER

H12000223261 3

**ARTICLES OF ORGANIZATION  
OF****BEN-ZVI HOLDINGS, LLC****FILED**  
12 SEP 10 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **BEN-ZVI HOLDINGS, LLC** (the "Company").

**ARTICLE II -- ADDRESS**

- (a) The principal address of the Company shall be c/o Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #850, Coconut Grove, Florida 33133.
- (b) The mailing address of the Company shall be c/o Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #850, Coconut Grove, Florida 33133.

**ARTICLE III -- DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is **Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #850, Coconut Grove, Florida 33133.**

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the

**BEN-ZVI HOLDINGS, LLC**

cash or property set forth in and described in the Limited Liability Company Operating Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

**ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by a **manager or managers** in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, or otherwise the minutes of the Company, shall determine the manner in which such Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization. The name and address of the initial **Managers** of the Company are:

Yotam Ben-Zvi

Givat Yoav 12946  
Golan Heights, Israel

Batia Ben-Zvi

Givat Yoav 12946  
Golan Heights, Israel

**ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the

FILED  
12 SEP 10 AM 8:31  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**Page 3 of Articles of Organization of**

**H12000223261 3**

**BEN-ZVI HOLDINGS, LLC**

continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

**ARTICLE X -- INDEMNIFICATION**

The Company shall indemnify each Member, Manager and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member, Manager and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 10<sup>th</sup> day of September, 2012.

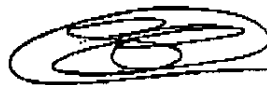


By: Santiago Eljaiek III, As Attorney in Fact

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Mellaw Registered Agents, LLC  
a Florida limited liability company



Santiago Eljaiek III, Esq., Manager

**FILED**  
12 SEP 10 AM 8:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA