

L12000136212

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000235970080

06/07/12--01009--023 **125.00

FILED
2012 OCT 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

OCT 25 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIA VV, LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JACKIE GABRIEL

Name of Person

Eisinger, Brown, Lewis, Frankel & Chalet, PA

Firm/Company

4000 HOLLYWOOD BOULEVARD, SUITE 265-S

Address

HOLLYWOOD, FLORIDA 33021

City/State and Zip Code

JACKIEGABRIEL@EISINGERLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JACKIE GABRIEL

Name of Person

at (954) 894-8000 EXT. 241

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2012 OCT 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

MIA VV, LLC

**I.
NAME**

The name of the limited liability company (the "Company") is

MIA VV, LLC

**II.
DURATION**

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

**III.
BUSINESS ADDRESS**

The address of the place of business of the Company is c/o Eisinger, Brown, Lewis, Frankel & Chalet, PA, 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021

**IV.
REGISTERED AGENT**

The name and address of the initial registered agent of the Company in the State of Florida is Eisinger, Brown, Lewis, Frankel & Chalet, PA, ATTN: Dennis J. Eisinger, Esquire, having an address of 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021.

2012 OCT 24 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

V.
ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of the Company.

- OR -

Pursuant to Section 608.4232, Florida Statutes, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

VI.
RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

VII.
CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be as set forth in the Operating Agreement of the Company.

FILED
2012 OCT 24 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIII.
MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is: _____

- OR -

The Company shall be managed by managers. The name and addresses of the initial managers is set forth below. The initial managers shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Ivaldo Guidone	c/o Eisinger, Brown, Lewis, Frankel & Chalet, P.A. 4000 Hollywood Boulevard, Suite 265-S Hollywood, Florida 33021
Massimiliano Coni	c/o Eisinger, Brown, Lewis, Frankel & Chalet, P.A. 4000 Hollywood Boulevard, Suite 265-S Hollywood, Florida 33021
Alberto Clementi	c/o Eisinger, Brown, Lewis, Frankel & Chalet, P.A. 4000 Hollywood Boulevard, Suite 265-S Hollywood, Florida 33021

IX.
SUBSCRIBER

The name and address of the person executing these Articles of Organization as Member and Manager is:

Ivaldo Guidone	c/o Eisinger, Brown, Lewis, Frankel & Chalet, P.A. 4000 Hollywood Boulevard, Suite 265-S Hollywood, Florida 33021
----------------	---

Said person shall not be liable, in any form or fashion, for any acts or omissions of the Company.

FILED
2012 OCT 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X.
DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

X.
RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

XI.
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

XII.
AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423(1), Florida Statutes, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 3 day of MAY, 2012.


IVALDO GUIDONE

FILED
2012 OCT 24 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTRY OF _____)
:66
_____)

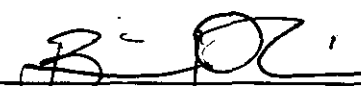
Republic of Italy
Province of Rome
City of Rome
Embassy of the United States of America } SS

BEFORE ME, a Notary Public authorized in the County and Country set forth above, personally appeared IVALDO GUIDONE, personally known to me, or who has produced ITALIAN PASSPORT # G 222663 as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of MIA VV, LLC, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and Country last aforesaid, this 3 day of MAY, 2012.

My Commission expires:

Indefinite


NOTARY PUBLIC
William J. Peracchio
Consul of the
United States of America
Name of Notary - Please Print

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS _____ DAY OF _____, 2012.

EISINGER, BROWN, LEWIS, FRANKEL &
CHAIET, PA

By: 
DENNIS J. EISINGER, President

FILED
2012 OCT 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject MIA VV LLC

Ref Number: W12000031593

September 30, 2012

To Whom this May Concern,

We are the officers of the "existing entity, Mia VV" which Mr. Richard Korman registered as a Chapter C corporation on our behalf in accordance with the attached "Articles of Incorporation" filed January 28, 2010.

This corporation should have in fact been filed as an LLC. We have contracted the law firm of Eisenger, Brown to file for an LLC on our behalf and to subsequently dissolve the Chapter C by the same name.

We hereby state that the members of the proposed Mia VV LLC are the same as the current corporation Mia VV(document number P10000008323). And we grant any permission for use of this name that may be required by your office in order to form the proposed LLC.

Sincerely,



Ivaldo Guidone



Massimiliano Coni



Alberto Clementi

2012 OCT 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED