

L12000142631

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

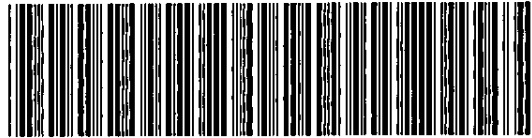
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400241390614

11/09/12--01005--015 **155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 NOV -9 AM 10:15

FILED

RECEIVED
DEPARTMENT OF STATE
12 NOV -9 AM 11:19

T. CLINE

NOV 13 2012

EXAMINER

LAZARUS

CORPORATE FILING SERVICE

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LBF AMERICAS LLC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

2012 NOV -9 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials

FILED

2012 NOV -9 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION AND INCOMPANY
OF LBF AMERICAS LLC.**

We, the undersigned, hereby file the following articles with the purpose of incorporating a Limited Liability Company under the laws of the State of Florida, providing for the organization, rights, privileges and liabilities of a Company for profit:

ARTICLE I – NAME

The name of the Limited Liability Company is **LBF AMERICAS LLC.** (hereinafter referred to as the "Limited Liability Company").

ARTICLE II - PRINCIPAL OFFICE

The initial address of the principal office of this Limited Liability Company is **804 Tanglewood Circle in the city of Weston, Florida 33327** and the initial mailing address of this Limited Liability Company shall be **804 Tanglewood Circle in the city of Weston, Florida 33327**. This Limited Liability Company shall have full authority to transact business and to establish offices and agencies in such other locations within and without the State of Florida and in any foreign countries.

ARTICLE III – DURATION

This Limited Liability Company shall have perpetual existence unless dissolved according to the law.

ARTICLE IV – PURPOSE

The primary purpose of this Limited Liability Company is to engage in any activity or business permitted under the laws of the United States and of the state of Florida.

Additionally, the general statute of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, and in business blocks, office buildings of any kind and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

b) To own, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents and do general real estate business; and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

c) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from and importation into the United States, to and from all countries foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets and to do a general foreign and domestic exporting and importing business.

d) To do a general business as commission merchant, selling agent and factor under del credere commission in the manner and to the same extent as natural persons could do.

e) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, imports and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy sell and otherwise deal in any materials, articles or things within the United States.

f) . To make and enter into all kinds of contracts, agreements and obligations by or with any person, Company or corporations, for the purchasing, acquiring, holding manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares and merchandise within the United States.

g) To Carry on and undertake any business, undertaking, transaction and operation commonly carried on or undertaken by merchants, commission men, factors, importers, and manufacturer's agents and exporters and in the course of such business or draw to accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

h) To do a general commission merchant's and selling agent's business: to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export and import and deal in either as principal or agent and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kind of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing and selling, and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith or arising there from or incidental thereto, and all acts proper or necessary for the purpose of the business.

i) To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the Company and to do any and all things incidental to the carrying on of said business including the right to own, buy, buy on credit or otherwise acquire such personal property as may be necessary for carrying out the purposes for which this Company is organized.

j) To take, lease, purchase, or otherwise acquire and to own , use, hold, sell, convey, exchange , lease, mortgage, improve, develop, and otherwise handle, deal in and dispose of real state, real property and any interest or right therein.

k) To purchase, or otherwise acquire, all or any part of the business, good will, rights, property and assets of all kinds and assume all or any part of the liabilities of any nature

2012 NOV 9 AM 10:15
STREET & RYAN
ITALIAN COURT

FILED

whatsoever of any company, Company, partnership, firm or individual engaged in any lawful business so acquired in its own name or otherwise.

l) To borrow or raise monies for any of the purposes of the Company and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non negotiable instruments and evidences of indebtedness and to secure the payment thereof and of the interest thereupon by mortgage on or a pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Company, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Company for the corporate purposes.

m) Generally to make and perform contracts of any kind of description for the purpose of attaining any of the objects of the Company; to do and perform any other acts or things and to exercise and adopt all powers which co-partnerships and natural persons could do or exercise and which now are or hereafter may be authorized by the law, and generally to do and perform any and all things necessary to incidental to the performing and carrying out of the powers hereinabove specifically delegated or implied.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this certificate of incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph of any other article in this certificate of incorporation but that the objects, purpose and powers, shall not be construed to restrict in any manner the general terms and powers of this Company, nor shall the expression of one thing be deemed to exclude or in any way limit by interference any powers, objects or purposes which this Company is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect or impliedly by any reasonable construction of said law.

FILED
2012 NOV - 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2012 NOV -9 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

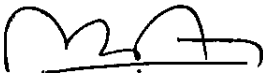
The name of the initial registered agent of this Limited Liability Company is Bayres & Rainmaker Juris Consulting Inc. whose current address is 2425 SW 24th Avenue in Miami, Florida 33145, upon whom process in any action or proceeding against this Limited Liability Company may be served.

ARTICLE VII -MANAGING MEMBERS

This Limited Liability Company shall have one (1) Managing Member who will also be initial member of the first Board of Directors. The names and post office addresses of the Managing Member of this Company, all subject to the provisions of this certificate, the By-Laws and the Company Law of the state of Florida, who shall hold office for the first year or until their successors are duly elected and qualified is:

NAME	TITLE	ADDRESS
Carola Berra	Managing Member	804 Tanglewood Circle, Weston, Florida 33327

In order to organize this Limited Liability Company and in order to effectuate the governance in accordance with these Articles of Organization, the undersigned Managing Member acknowledges the above provisions with their respective signature:



Managing Member/ Carola Berra

(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).

2012 NOV -9 AM 10:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII – POWERS OF THE MANAGING MEMBERS

The Managing Members may exercise all of the powers held by the Company not inconsistent with law and in particular, they may:

- a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.
- b) Make By-Laws for the exercise of corporate powers, the management, regulation and government of the Company's property and affairs, the transfer of its stock and the calling and holding of meeting of its stockholders;
- c) Appoint such officers and agents that the affairs of the Company shall require and allow for suitable compensation;
- d) Issue notes and bonds of the Company in evidence of the indebtedness and mortgage and pledge or otherwise encumber the Company's assets, real and personal, as security for payment of same;
- e) Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other Companies ;

But enumeration of powers shall not be held as in any manner curtailing the power belonging to the Managing Members by virtue of the Common Statute Laws of the State of Florida.

WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT

I 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, 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, Florida Statutes.