

L12000/46460 Division of Corporations Page 1 of 1

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**FLORIDA LIMITED LIABILITY CO.
SunGroup Development II, LLC**

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**Articles of Organization
SunGroup Development II, LLC
A Florida Limited Liability Company**

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The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under Chapter 608 of the Florida Statutes, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for Profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business for such Limited Liability Company.

**ARTICLE I
SunGroup Development II, LLC**

The name of the Limited Liability Company shall be: SunGroup Development II, LLC

**ARTICLE II
DURATION**

The term of existence of this limited liability company shall be perpetual.

**ARTICLE III
PURPOSE AND POWERS**

The general nature of the business to be transacted, and which the Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of Limited Liability Companies shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes and the laws of Florida.
2. To purchase, sell mortgage, encumber and lease the real property and personal property owned by the Company.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities, of any person, firm, association, or corporation, carrying on any kind of business of a similar nature of that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, and to perform and carry out, assign, cancel or rescind any of such contracts.

The foregoing statement of purpose shall be constructed as a statement of both purpose and power, and shall be liberally constructed in the aid of the powers on the Limited Liability Company, and the powers and purpose stated herein shall, in no way limit or restrict the powers granted under the laws of the State of Florida.

**ARTICLE IV
MAILING ADDRESS AND
PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this Limited Liability Company shall be:

7975 NW 154 Street, Ste. 400, Miami Lakes, FL 33016

**ARTICLE V
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is and the name of the initial Registered Agent is:

Beatriz Gomez
7975 NW 154 Street, Ste. 400, Miami Lakes, Florida 33016

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, I 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, F.S.



Registered Agent's Signature

**ARTICLE VI
CAPITAL CONTRIBUTION**

The initial capital contributors of the Limited Liability Company shall be the amount of ONE THOUSAND (\$1,000.00) DOLLARS paid entirely in cash. Additional contributions will be made as required for the investment purpose, as determined by the Members of this Limited Liability Company.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The admission of new members shall be solely by unanimous agreement of the existing members.

**ARTICLE VIII
CONTRIBUTION OF BUSINESS**

The remaining Members of this Limited Liability Company shall have the right to continue the business of the Company, on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates the continued membership of a member.

**ARTICLE IX
MANAGEMENT**

The Limited Liability Company shall be managed by a majority vote of its members owning a majority interest in the Company.

**ARTICLE X
MANAGER(S) OR MANAGING MEMBER(S)**

The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Managing Member	Eliezer Gomez, 7975 NW 154 Street, Ste. 400, Miami Lakes, Florida 33016
Managing Member	Beatriz Gomez, 7975 NW 154 Street, Ste. 400, Miami Lakes, Florida 33016

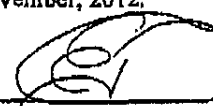
**ARTICLE XI
RESTRICTION ON TRANSFER**

No member may transfer or assign his or its interest in this Limited Liability Company except upon unanimous consent of the existing members or as otherwise provided for by the Members.

The undersigned, being one of the Members of this Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of SunGroup Development II, LLC. 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.

Executed by the undersigned at Miami, Miami-Dade County, Florida,
This 20 day of November, 2012.

BY:



Eliezer Gomez

BY:



Beatriz Gomez