

L13000054255

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.

(((H13000076439 3)))



H130000764393ABCD

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 : GBS CONSULTANTS, INC.
Account Number : I20050000012
Phone : (954) 659-8835
Fax Number : (954) 301-0417

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

Email Address: intergrainllc@gmail.com

RECEIVED
13 APR 12 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.
INTERGRAIN, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

J. SAULSBERRY
EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help 15 2012

(((H13000076439 3)))

ARTICLES OF ORGANIZATION OF INTERGRAIN, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the Laws of the State of Florida, Florida statute 608 Florida Limited Liability Company Act, providing for the information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **INTERGRAIN, LLC** and its principal office shall be located at 18501 Pines Blvd., Suite 201, Pembroke Pines, FL 33029, County of Broward, State of Florida, and the mailing address shall be the same but it shall have the power and authority to establish branch office at any other places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the Laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business good will, rights, assets, and liabilities of any person, firm, or association carrying on any kind of business of a similar nature to 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, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

2013 APR 12 AM 8:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

(((H13000076439 3)))

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons, and perform any service under contract or otherwise for any entity, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient or the accomplishment of any of the purposes, of the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provides the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted, by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

FILED
2013 APR 12 AM 8:52
SEC. OF STATE
TALLAHASSEE, FL 32399

(((H13000076439 3)))

**ARTICLE IV
MANAGEMENT**

The Company shall be managed by manager(s) and is therefore a manager - managed company. The initial manager (s) of the Company shall be one (1), to hold office until their successor(s) have been duly elected and qualified, or until their earlier resignations, removal from office or death.

Title	First Name	Middle Name	Last Name	Address
Manager	Iris		Fernandez	18501 Pines Blvd., Suite 201, Pembroke Pines, FL 33029

2013 APR 12 AM 8:52

FILED

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, of the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
INDEMNIFICATION**

The Limited Liability Company shall indemnify a manager of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager was a party because the manager is or was a manager of the Limited Liability Company against reasonable attorney's fees and expenses incurred by the manager in connection with the proceeding. The Limited Liability Company may indemnify an individual made a party to proceeding because the individual is or was a manager of the Limited Liability Company against liability if authorized in the specific case after determination, in the manner required by the members, that indemnification of the manager, as the case may be, is permissible in the circumstances because the manager has met the standard of conduct set forth by the members. The indemnification and

(((H13000076439 3)))

advancement of attorney's fees and expenses for managers of the Limited Liability Company shall apply when such persons are serving at the Company's request while a manager of the Limited Liability Company, as the case may be, as a manager of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Limited Liability Company. The Limited Liability Company also may pay for or reimburse the reasonable attorney's fees and expenses incurred by the manager of the Limited Liability Company who is a party to a proceeding in advance of final disposition of the proceeding. The Limited Liability Company also may purchase and maintain insurance on behalf of, an individual arising from the individual's status as a manager of the Limited Liability Company, whether or not the Limited Liability Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was a manager of the Limited Liability Company or the ability of the Limited Liability Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE VII PROFITS AND LOSSES

- (a) Profit sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share on profits. The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement date being the date of the filing of these Articles.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

FILED
2013 APR 12 AM 8:52
TALLAHASSEE, FLA
CLERK OF CIRCUIT COURT

((H13000076439 3)))

**ARTICLE VIII
DURATION**

This limited liability company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

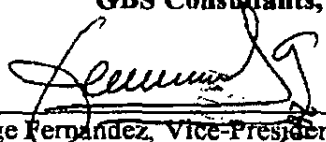
The office and mailing address of the initial registered office of the limited liability company is GBS Consultants, Inc. 18501 Pines Blvd., Suite 201, Pembroke Pines, Fl. 33029, County of Broward, and the name of the company's initial registered agent at that address is GBS Consultants, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Organization of INTERGRAIN, LLC under the laws of the State of Florida, this April 12, 2013


Jorge Fernandez, Registered Agent
GBS Consultants, Inc.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
ORGANIZATION**

GBS Consultants, Inc. having a business office identical with the registered office of the Limited Liability Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

GBS Consultants, Inc.

Jorge Fernandez, Vice-President

FILED
APR 12 2013
8:52
HARRIS COUNTY
CLERK
JANIS HARRIS