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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

SEP 03 2013

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 783153 4336650

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : August 30, 2013

ORDER TIME : 10:30 AM

ORDER NO. : 783153-005

CUSTOMER NO: 4336650

DOMESTIC FILING

NAME: EARTH CAPITAL PARTNERS LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: On Hold -- See Rep - EXT.

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
EARTH CAPITAL PARTNERS LLC
a Florida limited liability company

1. The name of this limited liability company is Earth Capital Partners LLC (the "Company").

2. The Company was being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

2665 South Bayshore Drive
Suite 220-12
Miami, FL 33133

4. The name and address of the registered agent of the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

5. The Company shall be a manager managed company.

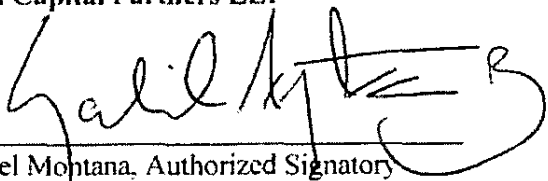
6. The members may appoint one or more persons who may serve as manager to carry out the decisions of the members.

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7. The Company shall indemnify any and all of its members or officers or former members or officers from any liability arising directly in consequence of such person being a member or officer of the Company or the carrying on of the business of the Company but excluding any liability arising from such person's own fraud, willful misconduct or negligence. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been a member or officer as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member or officer may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned authorized person has executed these Articles of Organization this 29 day of August, 2013.

Earth Capital Partners LLP



Gabriel Montana, Authorized Signatory

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Earth Capital Partners LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Corporation Service Company



Brian Courtney, Asst. V.P.

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