

L13000149786

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6383

From:
Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305)632-1950
Fax Number : (305)854-9788

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

Email Address: JuanCarlos@jcaelectrical.com, Alex@jcaelectrical.com

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
JC & A HOLDINGS L.L.C.**

Certificate of Status	0
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JC & A HOLDINGS L.L.C.

RESTATED ARTICLES OF ORGANIZATION

ARTICLE I - Name and Initial Filing:

The name of the Florida Limited Liability Company, filed and effective October 23, 2013, Document No. L13000149786, is and remains: **JC & A HOLDINGS L.L.C.**, hereinafter designated the "Limited Liability Company."

ARTICLE II - Nature of Business and Purpose:

The Florida Limited Liability Company was organized for all lawful businesses which the Managing-Members may unanimously approve.

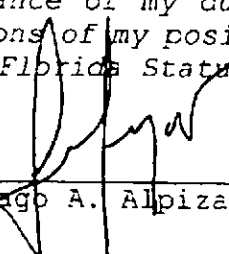
ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1901 NW 108 Avenue, Miami, Florida 33172.

ARTICLE IV - Registered Agent, Registered Office & Registered Agent:

The name and the Florida address of the registered agent of the Limited Liability Company is Santiago A. Alpizar, Esq., of 2250 SW 3 Avenue, Ste. 202, Miami, Florida 33129-2028.

Having been named as registered agent and to accept service of process for 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 in Chapter 605, Florida Statutes.


Santiago A. Alpizar

Ricardo Martinez-Cid, P.A.
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ARTICLE V - Company Email Addresses:

The Limited Liability Company email addresses are:
JuanCarlos@jcaelectrical.com, Alex@jcaelectrical.com.

ARTICLE VI - Management:

The Limited Liability Company is to be managed by its members, acting as Managing-Members, and it is therefore, a member managed company.

ARTICLE VII - Managing-Members:

The Limited Liability Company will have two (2) Managing-Members. The number of Managing-Members may either increase or diminish from time to time, as established by the Members, as provided in the Operating Agreement adopted by the Limited Liability Company, but will never be less than one (1). As of the date of filing this Restated Articles of Organization with the Florida Secretary of State, the Managing-Members of the Limited Liability Company are the original members of the Limited Liability Company, **JUAN CARLOS SAMADA**, and **ALEXANDER SOTO**, both of 1901 NW 108 Avenue, Miami, Florida 33172, for the ensuing year and until their successors are elected and qualify to serve in the capacities as managing-members.

ARTICLE VIII - Scope of Managing-Members' Authority:

Each Managing-Member of the Limited Liability Company, may by his/her sole signature, alone or joined by other Managing-Member(s), exercise the broadest powers granted by law, including, without limitation, except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security;

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all for such purposes, at such times, and upon such terms as the Managing-Member, may by his/her sole signature, alone or joined by other Managing-Member(s), if any, determine. No transferee, lender, or other person will be bound to see to or be liable for the application of the proceeds of any transaction with a Managing-Member of this Limited Liability Company.

ARTICLE IX - Net Profits:

The majority vote of the Members will decide when the Limited Liability Company will declare and distribute annual net profits, if any.

ARTICLE X - Restriction of Transferability of Member's Interest and Member's Rights:

Membership interest in the Limited Liability Company are subject to preemptive rights; drag-along rights, in favor of the Majority Member, if any, provided the Minority Members, if any, are given the same price, terms, and conditions as any third party purchaser; and tag along co-sale rights to protect Minority Members in the event the Majority Member, if any, sells its membership interest, then the Minority Members pro-rata, if more than one, will have the right to join the transaction and sell their minority memberships, and except for transfers to members of the Limited Liability Company, no member will have the right to assign the member's interest in the Limited Liability Company without the written agreement of the holders of a majority of the membership interests.

If the holders of a majority of the membership interest do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the Managing-Members of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Moreover, and notwithstanding the foregoing:

1. **Gift of Membership Interest.** Except for gifts between **JUAN CARLOS SAMADA** and **ALEXANDER SOTO**, hereinafter designated "Original Members" or with the written consent of the other Original Member, which may be unreasonably withheld, at said Original Member's absolute and complete discretion, Members will not gift all or any portion of their Membership Interest, as defined in the Operating Agreement, even to their spouses, former spouses, or lineal descendants (including adopted children), if any.
2. **Sale, Pledge, Hypothecation, Assignment or Lien of Membership Interest.** Except for transactions by and between Original Members, or with the written consent of the other Original Member, which may unreasonably withheld, at said Original Member's absolute and complete discretion, Original Members will not sell, pledge, hypothecate or assign any interest in or lien all or any portion of its Membership Interest or Economic Interest, as defined in the Operating Agreement.
3. **Admission of New Members or Assignees.** Except with the unanimous written consent of the Original Members, which may be unreasonably withheld, at Original Members' absolute and complete discretion, no additional members, nor assignees, nor trusts or trustees, nor estates, nor other legal entities will be admitted as Members.
4. **Dissociation of Original Member by Death, Disability or Incompetency.** The Limited Liability Company may purchase and maintain insurance to cover potential financial losses as a result of losing an Original Member to death, incompetency or disability (hereinafter "Key Man Insurance"), and at the request of an Original Member, Original Members shall enter into a Buy-Sell Agreement, triggered by an Original Member's death, incompetency or disability, with said Original Member's Membership's Interest conclusively valued and established at and payable exclusively from Key Man Insurance's proceeds.

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5. **Dissociation of Bankrupt Member.** In the event an Original Member ceases to be a Member upon bankruptcy as a Withdrawal Event, as more particularly defined in the Operating Agreement:

- a. the remaining Original Member, at his sole discretion, may purchase the bankrupt Original Member's Membership Interest from the Bankrupt's Trustee in Bankruptcy and/or creditors, as applicable, for and in consideration of an amount equal, and limited to the value of the Bankrupt Member's Membership Interest, at the time of the filing of the petition of bankruptcy, payable in two hundred forty (240) equal consecutive monthly installments, beginning one (1) month after the Bankrupt's final discharge, plus interest at the prime rate quoted in The Wall Street Journal (Prime) per annum; or,
- b. if the remaining Original Member does not exercise the Purchase Option, and the dissociation causes a dissolution and winding up of the Limited Liability Company, as provided in the Operating Agreement, the Bankrupt Original Member's Trustee in Bankruptcy and/or creditors, as applicable, will be entitled to participate in the winding up of the Limited Liability Company to the same extent as any other Member, except that any Distributions to which the Bankrupt Original Member would have been entitled will be reduced by the damages sustained by the Limited Liability Company as a result of the Dissolution and winding up; and,
- c. if the dissociation does not cause a dissolution and winding up of the Limited Liability Company, as provided in the Operating Agreement, the Bankrupt's Trustee in Bankruptcy and/or creditors, as applicable, will be entitled to an amount equal to the value of the Member's Membership Interest in the Limited Liability Company, to be paid within twenty (20) years of the date of dissociation interest (the "Pay Off Period"), plus interest at the Default Interest Rate, as defined in the Operating Agreement; and,

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- d. it is expressly provided, that the Bankrupt Member's Trustee in Bankruptcy and/or Creditors, as applicable, will not be entitled to participate as an Assignee of the Bankrupt Original Member during the Pay Off Period, or in any way vote or participate in the Limited Liability Company's management, but the value of the Original Member Bankrupt's Membership Interest will include the amount of any Distributions to which the Original Bankrupt Member is entitled only up to the time of the Withdrawal Event covered hereby.
6. **Sub-chapter S Election.** Upon the death of an Original or other Stockholder, at the request of the Chief Financial Officer of the Limited Liability Company, said Member's heirs successors and assigns shall cooperate with the Limited Liability Company and take all steps necessary to preserve its Sub-chapter S status.

ARTICLE XI- Electronic Communications

All notices and other communications may be by way of electronic transmission.

ARTICLE XII - Venue

Venue is exclusively vested in state and federal courts sitting in Miami-Dade County, Florida and having jurisdiction over the subject matter.

ARTICLE XIII - Limited Liability Company Existence:

The Limited Liability Company's existence began its corporate existence on October 23, 2013, and will operate under the terms of these Restated Articles of Organization effective as of the date these Restated Articles of Organization are filed with the Florida Secretary of State.

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ARTICLE XIV - Duration:

The duration of the Limited Liability Company will be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Operating Agreement and these Restated Articles of Organization.

ARTICLE XV - Dissolution:

The Limited Liability Company will be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining Original Members of the Limited Liability Company within thirty (30) days after any of these events. Provided, however, that upon the death of a member, steps shall be taken to preserve the S Corp status of the Limited Liability Company, so as not to trigger a tax on dissolution.

ARTICLE XVI - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company will be allocated to the members in accordance with and in proportion to each member's Percentage Interest in the Limited Liability Company (which will be equal to the number of Units of Membership, hereinafter designated "Units," owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Operating Agreement of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

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IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Organization, this December 20, 2019, and, under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

~~JUAN CARLOS SAMADA, Individually
and as Managing-Member~~

ALEXANDER SOTO, Individually
and as Managing-Member

Signatures of the Original Members.

(In accordance with section 905.0203(1)(b), 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 in §817.155, Florida Statutes)

STATE OF FLORIDA)
) S.S.
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day, JUAN CARLOS SAMADA and ALEXANDER SOTO, appeared before me, Individually and as Managing-Members of JC & A HOLDINGS L.L.C., a Florida limited liability company, under oath, and they acknowledged before me that they executed the foregoing document, for the purposes therein expressed, and they produced their Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in City of Miami, State of Florida, on this December 20, 2019.

Notary Public, State of Florida
(NOTARY SEAL)

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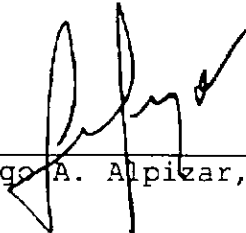
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**JC & A HOLDINGS L.L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:
JC & A HOLDINGS L.L.C., hereinafter designated the
"Limited Liability Company."
2. The name and the Florida street address of the registered
agent of the Limited Liability Company is:

Santiago A. Alpizar, Esq.
2250 SW 3 Avenue, Ste. 202
Miami, Florida 33129-2028.

Having been named as registered agent and to accept service of process for the 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 in Chapter 605, Florida Statutes.



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