

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.
MANISCALCO HOLDING LLC**

Certificate of Status	0
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15015044100 From: Dana J. Walkup

13 DEC 20 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MANISCALCO HOLDING LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be MANISCALCO HOLDING LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

c/o Lupo Management Services, Inc
2295 NW Corporate Blvd.
#135
Boca Raton, FL 33431

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Linda Lupo
2295 NW Corporate Blvd.
#135
Boca Raton, FL 33431

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

Each Member shall receive the number of ownership units as set forth in Exhibit "A" attached hereto. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

ARTICLE IX -- MANAGEMENT

The Company shall be Manager managed in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain provisions for the selection and termination of the Manager and the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Manager may delegate certain rights and powers to manage the Company consistent with Florida Statute, §605.04071 and §605.04072, as amended from time to time. The name and address of the Manager of the Company is:

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AND
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15015040326

13 DEC 20 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lupo Management Services, Inc.
2295 NW Corporate Blvd.
#135
Boca Raton, FL 33431

The amendment of these Articles of Organization shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Boca Raton, Florida, on this 18 day of DECEMBER, 2013.

MANISCALCO HOLDING LLC
a Florida limited liability company

By: Lupo Management Services, Inc.,
a Florida Corporation as Manager

By:

[Signature]
Linda Lupo, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 18 day of DECEMBER, 2013 by Linda Lupo as President of Lupo Management Services, Inc. a Florida Corporation as Manager of MANISCALCO HOLDING LLC a Florida limited liability company, on behalf of the company, who is personally known to me or has produced _____ as identification.



[Signature]
Notary Public
Commission No: PATRICIA A HUMPHREYS
Commission Expires: _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

APPROVED
AND
FILED

15615046354 From: Dana J. Walkup

13 DEC 20 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First – That MANISCALCO HOLDING LLC has named Linda Lupo, who is located at 2295 N.W. Corporate Blvd, # 135, City of Boca Raton, County of Palm Beach, State of Florida, 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Linda Lupo

EXHIBIT A

MEMBER and ADDRESS:

UNITS:

Marie Ann Lupo Irrevocable Trust
F/B/O Jack Lupo
2295 NW Corporate Blvd, Suite 135
Boca Raton, FL 33431

100

Marie Ann Lupo Irrevocable Trust
F/B/O Rosann Lupo Muller
2295 NW Corporate Blvd, Suite 135
Boca Raton, FL 33431

100

Marie Ann Lupo Irrevocable Trust
F/B/O Linda Lupo
2295 NW Corporate Blvd, Suite 135
Boca Raton, FL 33431

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