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FLORIDA LIMITED LIABILITY CO.  
CAERUS LLC

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Corporate Filing Menu

Help

H14000048712 3

**ARTICLES OF ORGANIZATION  
OF  
CAERUS LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is CAERUS LLC (the "Company").

**ARTICLE II**

**PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Blvd.  
Suite 800  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND REGISTERED OFFICE**

The Company designates 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND TERMINATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

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H14000048712 3

H14000048712 3

ARTICLE V

MANAGEMENT

The Company shall be a manager managed Company.

ARTICLE VI

MANAGER

The name and address of the initial Manager of the Company are:

Juan Pablo Montoya  
c/o 201 S. Biscayne Boulevard  
Suite 800  
Miami, Florida 33131

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ADMISSION OF NEW MEMBERS

The admission of new Members of the Limited Liability Company shall be solely as provided in the Operating Agreement of the Limited Liability Company, if applicable.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Member(s) of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

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H14000048712 3

H14000048712 3

ARTICLE X

RESTRICTION ON TRANSFER

If there is more than one Member owning the membership interests of the Limited Liability Company no Member may transfer or assign any portion of its interest in the Limited Liability Company except as provided in the Operating Agreement of the Limited Liability Company, if applicable, and if no Operating Agreement is in effect no Member owning less than a fifty percent ownership interest of the Limited Liability Company may transfer or assign any portion of its interest in the Limited Liability Company without the consent of all of the other Members except to the extent such prohibition of such transfer or assignment is not permitted by law.

ARTICLE XI

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Member(s) of the Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27<sup>th</sup> day of February, 2014.



Name: Steven H. Hagen

Title: Duly Authorized Representative of a Member

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## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for CAERUS LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 27<sup>th</sup> day of February, 2014.

LAW CENTER OF THE AMERICAS, LLC

By:   
Name: Steven H. Hagen  
Title: Vice President

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