

# L14000138887

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.**

((H14000206996 3)))



H140002069963ABC4

**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 : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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

Email Address: \_\_\_\_\_

RECEIVED  
14 SEP -4 PM 1:50  
DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

**FLORIDA LIMITED LIABILITY CO.  
Duchy USA LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

SEP - 5 2014

A. LUNT

**ARTICLES OF ORGANIZATION  
OF  
DUCHY USA LLC**

The undersigned, being the manager, 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 Duchy USA LLC (the "Company")

**ARTICLE II**

**ADDRESS**

The principal office and mailing address of the Company is as follows:

1000 Brickell Avenue, Suite 400  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 1000 Brickell Avenue, Suite 400, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Corporate Maintenance Services, LLC, a Florida company as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until its successor is duly elected and qualified, shall be:

Arabella Capital Inc., a British Virgin Islands company

FILED  
2014 SEP -4 AM 8:39

ARTICLE V

DURATION AND CONTINUATION

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 (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

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.

ARTICLE VII

ADDITIONAL MANAGERS

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3<sup>rd</sup> day of September, 2014.

Arabella Capital Inc., a British Virgin Islands company

By: \_\_\_\_\_

CUIN FELICE DE CHAMBERLAIN

2014 SEP -4 AM 8:39

FILED

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for Duchy USA 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 3<sup>rd</sup> day of September, 2014.

CORPORATE MAINTENANCE SERVICES, LLC

By: \_\_\_\_\_

Nicholas Stanham, Manager

2014 SEP-4 AM 8:39

FILED