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Division of Corporations

ABALLI MILNE KALIL

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CITY CENTRE 1905 LLC
a Florida Limited Liability Company**

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The Articles of Organization for this Limited Liability Company were filed on September 12, 2014 and assigned Florida document number L14000143669.

The amendment is submitted to amend the following:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **CITY CENTRE 1905 LLC**.

**ARTICLE II
ADDRESS**

One S.E. Third Avenue, Suite 2250
Miami, FL 33131

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S
SIGNATURE**

AMKE REGISTERED AGENTS, L.L.C.
One S.E. Third Avenue, Suite 2250
Miami, FL 33131

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this Article III, I hereby accept

Arturo J. Aballi
One S.E. Third Ave., Suite 2250
Miami, Florida 33131
Tel: (305) 373-6600
Florida Bar # 166383

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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, F.S.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi, Manager

**ARTICLE IV
MANAGEMENT**

The name and address of each person authorized to manage the Limited Liability Company:

ISAAC GABRIEL PERELMUTER
21396 Marina Cove Cir.
Unit J 11
Aventura, FL 33180

**ARTICLE V
MANAGEMENT BY MANAGER(S)**

The business and affairs of the Company shall be managed by one or more Managers. The initial Manager shall be ISAAC GABRIEL PERELMUTER (the "Manager"). The Members may by resolution appoint one or more additional Managers. Each Manager may act individually in all Company matters, except in such matters as are stated herein which need the approval of the Members or as such powers may otherwise be limited hereunder. Each Manager shall hold office until his or her death, disability, removal or resignation. The Members may remove any Manager at any time

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and appoint such Manager's successor whenever, in their judgment, the best interests of the Company would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**ARTICLE VI
LIMITED AUTHORITY AND DUTIES OF MANAGER(S)**

The signature of the Manager in the name of and on behalf of the Company in any writing shall be evidence that the Manager is acting on behalf of the Company and duly authorized for such purposes with full powers to bind the Company, except as to those matters stated herein below which shall require the written approval of the Members or as otherwise limited below.

(a) The Manager shall have general supervision of the real estate business and property affairs of the Company and shall have the following powers and such other powers and duties to carry out this purpose, all subject to the limitations set forth therein:

- (i) Management of the properties;
- (ii) Activation and payment of utilities for the properties;
- (iii) Receipt of all United States or foreign correspondence, in particular any property tax bills pertaining to the property;
- (iv) Continuous reporting and collaboration with the Members regarding all aspects of the properties.

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(b) Notwithstanding the foregoing, the Manager shall not take any of the following actions ("Reserved Matters") on behalf of the Company unless the prior and unanimous Vote of the Members has approved the taking of such action:

- (i) Sell or otherwise dispose of all or any part of its property, assets, or any interest in them or contract to do so whether or not for valuable consideration;
- (ii) Purchase, lease or otherwise acquire assets or any interest in assets which exceed the value of \$2,000 per month;
- (iii) Take any action which is in contravention of these Articles;
- (iv) Conduct the real estate business of the Company otherwise than in the ordinary course of business on an arm's length basis;
- (v) Borrow any money in excess of any limits agreed in writing from time to time or create or cause to be suffered any mortgage, security interest, or any other lien or encumbrance over the assets of the Company;
- (vi) Give any guarantee, make any payment or incur any obligation or act as surety otherwise than in connection with the Company's real estate business affairs, as limited by this Article VI.

IN WITNESS WHEREOF, the undersigned authorized representative has executed this Amendment and Restatement to the Articles of Organization this 7th day of July, 2016.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi, Manager

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