

#L14000158114

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.

((H14000237794 3)))



H140002377943ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

EFFECTIVE DATE  
10-9-2014

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:

FLORIDA LIMITED LIABILITY CO.  
RARE PHOTO ARCHIVES, LLC

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

RECEIVED

14 OCT -9 PM 12:00

DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

26 OCT -9 AM 8:26

Electronic Filing Menu

Corporate Filing Menu

Help

## ARTICLES OF ORGANIZATION

FILED

2014 OCT -9 AM 8:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article I. Name

The name of this Florida limited liability company is:  
RARE PHOTO ARCHIVES, LLC

### Article II. Address

The street address of the Company's initial principal office is:  
RARE PHOTO ARCHIVES, LLC  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139

The mailing address of the Company's initial principal office is:  
RARE PHOTO ARCHIVES, LLC  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139

EFFECTIVE DATE  
10-9-2014

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

David F. Filler, Esq.  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall 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.

Filler Rodriguez, LLP  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139  
(305) 672-5007

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Kurt Benjamin  
2556 Westridge Road  
Los Angeles CA 90049  
Sheldon Zaslansky  
1012 The Strand  
Manhattan Beach CA 90266  
Lawrence Marion

David F. Filler

FILED  
2014 OCT -9 AM 8:26  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Article VII. Company Existence

The Company's existence shall begin effective as of October 9, 2014.

The undersigned authorized representative of a member executed these Articles of Organization on 10/09/2014.

  
FILLER RODRIGUEZ, LLP

by Lauren Vadney as attorney-in-fact

Filler Rodriguez, LLP  
1888 Meridian Ave., Suite 900  
Miami Beach FL 33139  
(305) 672-5007

FILED

2014 OCT -9 AM 8:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF REGISTERED AGENT**

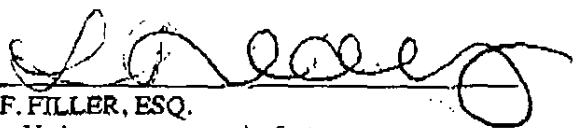
**LIMITED LIABILITY COMPANY:**

**RARE PHOTO ARCHIVES, LLC**

**REGISTERED AGENT/OFFICE:**

David F. Filler, Esq.  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
DAVID F. FILLER, ESQ.  
by Lauren Vadney as attorney-in-fact

Date: 10/09/2014

Filler Rodriguez, LLP  
1688 Meridian Ave., Suite 900  
Miami Beach FL 33139  
(305) 672-5007