

L15000106900



June 23, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: 1425 BIRD, LLC
REF: W15000043022

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Division of Corporations

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1425 BIRD, LLC.

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**ARTICLES OF ORGANIZATION
OF
1425 BIRD, LLC.
a Florida limited liability company**

The undersigned, being a duly authorized members, 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

**1425 BIRD, LLC.
("The Company")**

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Company is as follows: 10275 Collins Avenue, Suite 708, Bal Harbour, Florida 33154.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 2600 Douglas Road, Suite 400, Coral Gables, Florida 33134 as the street address of the initial registered office of the Company and names Raul G. Mendosa, 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(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until his successor is duly elected and qualified, shall be:

**Elias Massu/ Manager
Jaime Massu/ Manager
Felipe Massu/ Manager**

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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 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 Managers of the Company in the manner set forth in the Operating Agreement of the Company.

The company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. They conducted themselves in good faith;
2. They reasonably believed that their conduct were in or least not opposed to the Company's interest; and
3. In case of any criminal proceeding, they had no reasonable to believe their conduct were unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 22 day of June, 2015



Elias Missu
Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for 1425 BIRD, 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 22 day of June, 2015.

1425 BIRD, LLC.,
a Florida limited liability company

By: _____

Raul G. Mendoza, as Registered Agent

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