

# L1600006372

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.**

((H16000081509 3)))



H160000815093ABC/

**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) 617-6381

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 641-4192

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

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

FILED  
16 APR -5 PM12:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
16 APR -5 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA LIMITED LIABILITY CO.  
HAROLD'S ESTATE JEWELERS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$125.00

APR 6 2016  
S. GILBERT

Electronic Filing Menu

Corporate Filing Menu

Help

04/05/2016 9:18AM FAX 9546414192

BLACKSTONE LEGAL SUPPLIE

0011/0011

850-617-6381

4/4/2016 3:41:48 PM PAGE 1/001 Fax Server



April 4, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILINGS, INC.

SUBJECT: HAROLD'S ESTATE JEWELERS, LLC  
REF: W16000024741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

(Page 009, the statute stated is 608, not 605).

If you have any questions concerning the filing of your document, please call (850) 245-6052.

TANYA L HENDERSON  
Regulatory Specialist II

FAX Aud. #: H16000081509  
Letter Number: 416A00006824

H16000081509

FILED  
16 APR -5 PM 12:34

CLERK OF STATE  
ALBUQUERQUE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

HAROLD'S ESTATE JEWELERS, LLC

A Florida Limited Liability Company  
(FS Section 605)

The undersigned, hereby certify that we have associated ourselves together for the purpose of forming a limited liability Company under the laws of the State of Florida pursuant to Fla. Stat. 605 entitled the Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We do hereby adopt the following Articles as the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be HAROLD'S ESTATE JEWELERS, LLC, and its principal place of business shall be located at 1375 Gateway Blvd., Suite 39, Boynton Beach, FL 33426, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

LAWRENCE A. CAPLAN, P.A.  
1375 GATEWAY BLVD  
BOYNTON BEACH, FL 33426  
FLORIDA BAR # 400531

H16000081509

H16000081509

## ARTICLE II

### DURATION

The period of this Company's duration shall be not more than 30 years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

## ARTICLE III

### PURPOSES AND POWERS

The nature of the business or businesses to be transacted and which this limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability

H16000081509

H16000081509

company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform and service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

H16000081509

H16000081509

7. The several clauses in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### ARTICLE IV

#### PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members.

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members as agreed to in the Bylaws of this limited liability company. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

H16000081509

H16000081509

#### **ARTICLE V**

#### **LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company according to company regulations. This article may be amended from time to time in the regulations of this limited liability company by a unanimous vote of the members of the limited liability company.

#### **ARTICLE VI**

#### **PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at: 1375 Gateway Blvd., Suite 39, Boynton Beach, FL 33426

#### **ARTICLE VII**

#### **MANAGEMENT**

This limited liability company will be initially managed by the persons stated below until the first meeting of the members when successors are elected and qualify according to the Operating Agreement entered into between the members. The Manager (or Managers) who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the regulations of the Company. Such Manager(s) shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Operating Agreement entered into between the Members of such Manager(s).

H16000081509

H16000081509

The name(s) and address(es) of the Member(s)/Manager(s) is/are as follows:

**Name**

**Address**

Lee Mendelson

20964 Spinnaker Way, Boca Raton, FL 33428

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is as follows:

LAWRENCE A. CAPLAN, 1375 Gateway Blvd., Suite 39, Boynton Beach, Florida 33426

and the name of its initial registered agent is LAWRENCE A. CAPLAN.

#### ARTICLE IX

##### RESTRICTIONS ON MEMBERSHIP

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company. Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of members, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Transferability or assignment of a Member's interest must be in accord with the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such

H16000081509



H16000081509

member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

#### ARTICLE X

##### AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of this Company shall be vested in the Member(s) of the Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulation made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

Informal action by members may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Members who would be entitled to vote on such action at a meeting and is filed with the Manager(s) of the Company as part of its records.

#### ARTICLE XI

##### AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with

H16000081509

H16000081509

Florida Statute 605as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

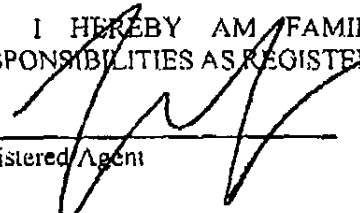
**EXECUTION**

The undersigned, being the initial managers of this limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of HAROLD'S ESTATE JEWELERS, L.L.C.

IN WITNESS WHEREOF, for the purposes of forming this limited liability company under the laws of the State of Florida, we, the undersigned, constituting the initial organizers, have executed these Articles of Organization this 3<sup>rd</sup> day of March, 2016.

  
\_\_\_\_\_  
LAWRENCE A. CAPLAN, initial organizer

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.

  
\_\_\_\_\_  
Registered Agent

H16000081509

H16000081509

The State of Florida )  
County of Palm Beach

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared LAWRENCE A. CAPLAN known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he, executed the same.

Witness my hand and official seal in the above-mentioned county and state this 3<sup>rd</sup> day of March, 2016.

My Commission expires on \_\_\_\_\_

Natasha Larsen  
Notary Public, State of Florida



H16000081509