

**L16000081998**

**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.**

(((H16000125736 3)))



H160001257363ABC+

**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:** \_\_\_\_\_

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
VPFJ VENTURES FLORIDA LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$25.00

Electronic Filing Menu

Corporate Filing Menu

MAY 23 2016  
Y SULKER Help

RECEIVED  
2016 MAY 20 PM 3:40

FILED

16 MAY 20 AM 11:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 605.0202, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: VPFJ VENTURES FLORIDA LLC  
Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on April 27, 2016.

### Article III. Address

The Company's street and mailing address is:

VPFJ VENTURES FLORIDA LLC  
1110 Brickell Ave., Ste. 310  
Miami FL 33131

### Article IV. Registered Agent

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

NS Corporate Services Inc.  
1110 Brickell Ave., Ste. 310  
Miami FL 33131

Nelson Slosbergas, P.A.  
1110 Brickell Ave Ste 310  
Miami FL 33131  
305-374-0030

FILED  
16 MAY 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article V. 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.

Article VI. 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 VII. Management

This will be a manager-managed company. The name and address of each manager is:  
VASCO AUGUSTO PINTO DA FONSECA DIAS JUNIOR - Manager  
VADJ HOLDINGS LTD. - Member

FILED  
16 MAY 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nelson Slosbergas, P.A.  
1110 Brickell Ave Ste 310  
Miami FL 33131  
305-374-0030

Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

VPFJ VENTURES FLORIDA LLC

By: Taylor Page  
by Taylor Page as Attorney-in-Fact

Name: Taide Sanchez

Title: Vice President

Date: May 20, 2016

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

VPFJ VENTURES FLORIDA LLC

REGISTERED AGENT/OFFICE:

NS Corporate Services Inc.  
1110 Brickell Ave., Ste. 310  
Miami FL 33131

Nelson Slosbergas, P.A.  
1110 Brickell Ave Ste 310  
Miami FL 33131  
305-374-0030

**FILED**  
16 MAY 20 AM 11:12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.

  
\_\_\_\_\_  
NS CORPORATE SERVICES INC.  
by Taylor Page as Attorney-in-Fact

Date: May 20, 2016

FILED  
16 MAY 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nelson Slosbergas, P.A.  
1110 Brickell Ave Ste 310  
Miami FL 33131  
305-374-0030