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**FLORIDA LIMITED LIABILITY CO.  
LE GROUPE DEAUVILLE VENTURES, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
LE GROUPE DEAUVILLE VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **LE GROUP DEAUVILLE VENTURES, LLC** ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 18331 Pines Boulevard, Suite 237, Pembroke Pines, Florida 33029, and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

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**ARTICLE 5 - PURPOSES AND POWERS**

The primary purpose of the Company is to engage in any lawful activity in the state of Florida and create a multi-purpose organization emphasizing Real Estate Solutions and Strategies to facilitate and accommodate financial enhancement of the Company, and carry on and to promote business activities, including any and all financial matters to that end both nationally and internationally. Furthermore the Company shall engage in the following:

5.1 Acquire by purchase or otherwise, the goodwill, business, property rights, and assets of every kind, with or without undertaking, wholly or in part, the liabilities of any person, firm, association or corporation, and to acquire any property or business as a going concern, or otherwise, (i) by purchase of the assets thereby wholly or in part, (ii) by acquisition of the shares of any part thereof, or (iii) in any other manner, and to pay for the same in cash or other evidence of indebtedness of this Company or otherwise, to hold, maintain and operate or in any manner dispose of, in whole or in part any of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

5.2 Manufacture, fabricate, assemble, to take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise, supplies, and all other personal property of every class and description.

5.3 Purchase, acquire, own, hold, lease either as lessor or lessee, sell exchange, subdivide, mortgage, deal in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

5.4 Use and to employ any and all resources and facilities of the Company in the operation of, or in connection with, the business and other activities of, and to advertise the business, products, policies, goodwill, services, and commercial services of other persons, companies, groups, partnerships, combinations, or individuals, and to enter into contracts, agreements, and other arrangements relating to the foregoing.

5.5 Operate resort properties, farms and ranches, to buy sell, use, distribute, process, and market commercially.



5.6 Hold for investment purposes, securities of any and every description in whatsoever manner acquired; to exchange any real or personal property of this Company for any real or personal property, including corporate shares of other corporations or bonds or other obligations thereof; and to generally deal in any and classes of real or personal property hereinbefore mentioned.

5.7 Take, purchase, and otherwise acquire, own, hold use, sell assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this Company may deem advantageous in the management of its business, or in maintenance, operation development or extension of its properties.

5.8 Enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, municipality, county parish, state, territory, government or other municipal or governmental subdivision.

5.9 Become a partner, either general or limited, or both, and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this Company may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this Company, or to enhance the value of its property or business.

5.10 From time to time to apply for, purchase, acquire by assignment, transfer, or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this Company's assets to defray the costs, charges, and expenses thereof.

5.11 Subscribe or cause to be subscribed from and to take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute, and otherwise dispose of, the whole or any part of the mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other company or corporations, association or associations, firm or firms, person or person, together with shares, rights, units, or interests in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of Florida or any other state, territory, or country; and to operate, manage and control such properties, or any of them either in the name of this Company, and to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

5.12 Promote or to aid in any manner, financially or otherwise, any person, firm, corporation, or association of which any shares of stock, bonds, notes, debentures, or other securities or evidences of indebtedness are held, directly or indirectly, by this Company, and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations, or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures, or other securities or evidences of indebtedness.

5.13 Borrow and-lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank, or trust company.

5.14 Issue debentures, or other obligations of this Company from time to time for any of the objects or purposes of this Company, and to secure the same by mortgage, deed of trust, pledge, or otherwise, or to issue the same unsecured; to purchase, hold, sell, and transfer its rights to the extent and in the manner provided by the laws of the State of Florida, as the same are now in force or may be hereafter amended.

5.15 Carry on any business whatsoever, either as principle or as agent, or both, or as partnership which this Company may deem proper or convenient, in connection with any of the foregoing purposes, or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this Company or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and foreign countries.

5.16 Conduct and engage in any import, export or trading of products internationally.

5.17 Have and to exercise all the powers conferred by the laws of the State of Florida upon a limited liability company formed under the laws of the State of Florida, as such laws are now in effect or may at any time hereafter be amended.

#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.



**ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	Charles Turner III
Secretary:	Charles Turner III
Treasurer:	Marilyn Turner

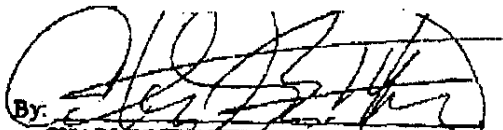
whose mailing addresses shall be the same as the principal office of the Company.



**ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, as the Authorized Representative of the Company I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 27<sup>th</sup> day of April 2016.

By:   
CHARLES TURNER III, Operating Manager

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