

L16000106287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

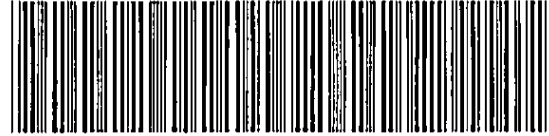
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2020 FEB 12 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Sundate Research
Requester's Name

Address

City/State/Zip

656-5454
Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. C + A Staffing, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of H.A. Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

C & A STAFFING, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on June 1, 2016 and assigned
Florida document number L16000106287.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

Arturo Cisneros

New Registered Office Address:

7362 Futures Drive, Suite 1B

Enter Florida street address

Orlando

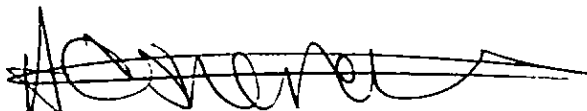
, Florida 32819

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Arturo Cisneros	7362 Futures Drive	<input checked="" type="checkbox"/> Add
		Suite 1B	<input type="checkbox"/> Remove
		Orlando, FL 32819	<input type="checkbox"/> Change
MGR	Johnny Cabrera	7362 Futures Drive	<input checked="" type="checkbox"/> Add
		Suite 1B	<input type="checkbox"/> Remove
		Orlando, FL 32819	<input type="checkbox"/> Change
MGR	Yury Uzcategui	7362 Futures Drive	<input type="checkbox"/> Add
		Suite 1B	<input checked="" type="checkbox"/> Remove
		Orlando, FL 32819	<input type="checkbox"/> Change
MGR	Clemente Romero	7362 Futures Drive	<input type="checkbox"/> Add
		Suite 1B	<input checked="" type="checkbox"/> Remove
		Orlando, FL 32819	<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

The Minority Owner has filed an unauthorized and unapproved 2020 Annual Report and 2019 and 2020 Amended Annual Reports. The Affidavit attached hereto as Exhibit A is made and sworn by another owner, attaching to the Affidavit, the Action by Written Consent adopted by the Majority Owners of the Company, denouncing the Actions of the Minority Owner and resolving to disallow all such further unauthorized and unapproved activities by the Minority Owner

E. Effective date, if other than the date of filing: _____ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated _____, _____.

Gricelda Garcia
Signature of a member or authorized representative of a member

Gricelda Garcia
Typed or printed name of signee

Filing Fee: \$25.00

OWNER'S AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Orange

On this day personally appeared before me, the undersigned authority, Gricelda Garcia (the "Affiant"), who being first duly sworn, deposes and says:

1. That Affiant is the owner of forty percent (40%) of the issued and outstanding membership interests/units/shares of C & A Staffing, LLC, a Florida limited liability company (the "Company").

2. That Yanueri Troconis ("Ms. Troconis") is the owner of twenty percent (20%) of the issued and outstanding membership interests/units/shares of the Company.

3. That collectively, Ms. Troconis and the Affiant are the majority owners (the "Majority Owners"), holding and owning sixty percent (60%) of the issued and outstanding membership interests/units/shares of the Company.

4. That all federal tax returns filed to date on behalf of the Company represent the ownership of Majority Owners as set forth in this Affidavit.

5. That Mr. Yury Uzategui (the "Minority Owner") is the owner and holder of forty percent (40%) of the issued and outstanding membership interests/units/shares of the Company.

6. That collectively, the Majority Owners and the Minority Owner never entered into or executed an operating agreement governing the management and control over the affairs of the Company.

7. That on or about December 18, 2019, the Minority Owner caused an Amended 2019 Florida Limited Liability Company Annual Report to be filed with the Florida Department of Corporations, removing the Affiant as a Manager of the Company, and did so without authority, and without the direction and approval of the Majority Owners.

8. That on or about January 10, 2020, the Minority Owner caused to be filed the 2020 Florida Limited Liability Company Annual Report removing Ms. Troconis as a Manager, removing Mr. Clemente Romero as Vice President, and naming himself as the President and Manager of the Company, all with authority, and without the direction and approval of the Majority Owners.

9. That on or about January 22, 2020, the Minority Owner terminated the email accounts of the Majority Owners, and their spouses (Mr. Arturo Cisneros and Mr. Johnny Cabrera), terminated the payroll and employment of Mr. Johnny Cabrera, and terminated all financial account access of the Majority Owners (and their respective spouses).

10. That on or about January 30, 2020, the Majority Owners approved and executed the Action by Written Consent of the Majority Members, disapproving all actions theretofore unilaterally taken by the Minority Member, and by resolution, appointing Mr. Cisneros and Mr. Cabrera as the Managers of the Company, along with directing the duly-appointed managers to

undertaken certain actions on behalf of the Company. (A copy of the Action by Written Consent of the Majority Members, as adopted, is attached hereto as Exhibit A).

11. That on or about January 31, 2020, counsel for the Majority Owners caused to be filed with the Florida Department of Corporations, an Amended Annual Report removing the Minority Owner as a Manager and as the Registered Agent of the Company, and naming Mr. Cisneros and Mr. Cabrera as Managers of the Company, along with naming Mr. Cisneros as the Registered Agent of the Company.

12. That on or about February 6, 2020, the Minority Owner, again without authority, and absent the direction and approval of the Majority Owners, caused to be filed a 2020 Amended Florida Annual Limited Liability Company, removing the duly-elected and named Managers of the Company, and removing the duly-appointed Registered Agent of the Company, and again reappointing himself and Mr. Romero to such positions.

13. That the Majority Owners have not approved of the Annual Report filings, or the Amended Annual Report filings, by the Minority Owner, and by the filing of Articles of Amendment, the Majority Owners desire that the Department of Corporations remove the Minority Owner, and Mr. Romero, in all capacities (managers and registered agent).

14. That this Affidavit is made for the purposes of providing public notice of the malfeasance of the Minority Owner and support for all customers, vendors, agents, and business partners of the Company to no longer do business with the Company when requested by the Minority Owner without proper authority and absent approval by the Majority Owners.

Under the penalties of perjury, I declare that I have examined this Affidavit and to the best of my knowledge and belief it is true, correct and complete.

Gricelda Garcia
Name: Gricelda Garcia

The foregoing instrument was executed, sworn to and acknowledged before me this 10 day of February, 2020, by Gricelda Garcia, who is personally known to me or has produced FL DL 6622280836680 as identification.

(SEAL)



LOURDES M. COLON VELEZ
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG207880
Expires 6/23/2022

Lourdes M. Colon Velez

Signature of Notary Public
Print Name: Lourdes M. Colon Velez

**ACTION BY WRITTEN CONSENT OF THE
MAJORITY MEMBERS
OF
C & A STAFFING, LLC,
A Florida Limited Liability Company**

The undersigned, being and constituting the holders of the majority of the ownership interests (the "Majority Members") of C & A STAFFING, LLC, a Florida limited liability company, (the "Company"), do hereby undertake to adopt the following actions pursuant to Section 605.04073, Florida Statutes, effective as of the date set forth below:

WHEREAS, the Majority Members have at all times, since the formation of the Company by the filing of Articles of Organization with the Florida Secretary of State, Department of Corporation (the "Department"), effective June 1, 2016, maintained ownership in the Company in the following percentages:

Member Name	Interests Owned
Gricelda Garcia	40%
Yanueri Troconis	20%
TOTAL	60%

and such ownership interests are demonstrated and verified by the filing of Form 1120 with the Internal Revenue Service (a copy of the 2018 Form 1120 as filed is attached hereto as Exhibit "A"); and

WHEREAS, the Majority Members have been apprised of certain unauthorized acts undertaken by the minority member, Yury Uzcategui (the "Minority Member"), which require the affirmative vote of a majority-in-interest of the members, specifically: (i) the removal of the Majority Members as Managers of the Company; (ii) the appointment (and subsequent removal) of Clemente J. Romero, as Vice President of the Company; (iii) the filing of an Amended Annual Report with the Department dated December 18, 2019; (iv) the filing of the 2020 Annual Report dated January 10, 2020; (v) the termination of key employees of the Company; (vi) the termination of email and financial records access to the Majority Members, and their agents; (vii) the opening of new bank accounts; (viii) the removal of the Majority Member, and their agents, from all Company bank account access; (ix) the failure to properly and timely make payment on the monthly financial obligations of the Company; (x) the purchase of vehicles with Company funds and assets; and (xi), in connection with the accountant for the Company, the improper allocation of "distributions" to the Majority Members without remittance of actual funds to the Majority Members; and

WHEREAS, all of the actions by the Minority Member have been to the detriment of the Company, including the Majority Members, constituting corporate waste and breaches of fiduciary duties as enumerated in Chapter 605, Florida Statutes; and

WHEREAS, in order to preserve the assets of the Company, and to maintain the going business concerns of the Company, the Majority Members deem it to be in the best interest of the Company and its members, to intervene and to remove the Minority Member as a manager of the Company, and to assume the operational control of all financial and business affairs of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Minority Member, Yury Uzcategui, is terminated as a Manager of the Company, and as the registered agent of the Company, and shall until further resolution of the Company, have no power or authority to act on behalf of Company, bind the Company in any manner, in any business relationship, or answer for any affairs of the Company; provided however, that the unauthorized debts incurred by the Minority Member on behalf of the Company are his debts alone and shall be satisfied by the Minority Member without compensation for same by the Company, and any Company funds utilized by the Minority Member in incurring such financial obligations may and shall be properly allocated to the Minority Member's capital account.

RESOLVED, that the Majority Members hereby appoint Arturo Cisneros and Johnny Cabrera as the Managers of the Company; and be it further

RESOLVED, that the Managers of the Company are hereby authorized and directed on behalf of the Company to assume control of the day-to-day operations of the Company, including, but not limited to: (i) the management of the business affairs of the Company; (ii) dealing with all contractual business matters; (iii) maintaining employee and contractor relations; and (iv) handling all banking transactions and relationships of the Company; and be it further

RESOLVED, that the Majority Members, the Managers, or their designee be hereby directed to file an Amended Annual Report on behalf of the Company, thereby removing the Minority Member as a manager of the Company, appointing a new registered agent for the Company, and identifying the newly appointed Managers of the Company; and be it further


RESOLVED, that the Managers are hereby authorized to assume control of the current Company banking relationships and accounts at Bank of America; and to open one or more savings accounts and one or more checking accounts in banks of his choosing, on behalf of the Company, upon which checks may be drawn or deposits made by any officer of the Company, and that the standard form depository resolution of such bank or banks are hereby deemed to be duly approved and adopted when a copy thereof is inserted in the minute book on the pages immediately following this resolution; and be it further

RESOLVED, that the Majority Members and/or the Managers of the Company are hereby further authorized to take any and all other actions which shall be deemed necessary or appropriate to complete the resolutions contained herein, and to carry on the legal business affairs of the Company.

This written consent may be executed in multiple counterparts, each of which shall be deemed an original but all of which taken together shall represent one and the same instrument, and facsimile signatures shall have the same effect as original signatures.

Dated as of the 30th day of January, 2020.


Gricelda Garcia, Member


Yanuén Troconis