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DIVISION OF CORPORATIONS
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11/15/16

Reu-Dom & Associates

**3296 N. Federal Highway, #39588
Fort Lauderdale, Florida 3339-9588**

November 8th, 2016

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301-5020

Re: **Heart Gems U.S.A., LLC**

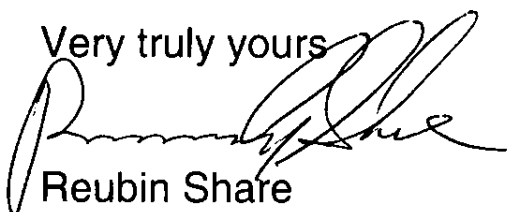
Dear Sir/Madam:

Enclosed please find the completed Articles of Organization for the Company **Heart Gems U.S.A., LLC** with an additional copy along with the required cover letter, also find herewith enclosed a money order as payment in the amount of \$160.00 for the filing fees, certificate of status and the certified copy.

After your completion of the filing, would you kindly return the certified copy and all accompanying documents to me for our records?

I appreciate your assistance in this matter and if you need any additional information, please do not hesitate to contact me.

Very truly yours



Reubin Share

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Heart Gems U.S.A., LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Reubin Share

Name of Person

Reu-Dom & Associates

Firm/Company

3296 N. Federal Highway, #39588

Address

Fort Lauderdale, Florida 33339-9588

City/State and Zip Code

rshare@copper.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Reubin Share

754

242-2337

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &
Certificate of Status

☐

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
HEART GEMS U.S.A., LLC.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned acting as the (the "Member") for the organizing of the Company **HEART GEMS U.S.A., LLC** under the Florida Revised Limited Liability Company Act (the "Act"), Chapter 605, Florida Statutes adopts the following Articles of Organization.

ARTICLE 1

Name of the business

The name of the Limited Liability Company is
HEART GEMS U.S.A., LLC (the "Company")

ARTICLE 2

Address of the Place of Business (the "Company")

address for the Company is 3296 N. Federal Highway, #39588 in the city of Fort Lauderdale, Florida 33339-9588 and this address may be changed from time to time as provided in the Operation Agreement.

ARTICLE 3

Purposes, Power (the "Company")

- A. **Purposes.** The Company is organizer for the purpose of, and may engage in, and do any lawful activities or business permitted under the laws of the State of Florida, and the United States of America.
- B. **Powers.** The Company shall have and may exercise all powers and rights which a Limited Liability Company may exercise pursuant to Chapter 605, Florida Statutes as the same may be amended from time to time.

ARTICLE 4

Initial Registered Agent

The initial registered agent in Florida for the Company will be Reubin Share of Reu-Dom & Associates and the initial registered office is located at 3296 N. Federal Highway, #39588 in Fort Lauderdale, Florida 33339-9588.

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate, 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 relating 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...

By: Reubin Share

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ARTICLE 5

Persons Authorized to Manage and Control the Limited Liability Company

The names and addresses for each of the Authorized Members ("AMBR") that is authorized to manage and control the Limited Liability Company is as follows:

Title: "AMBER"

Miguel Toranzo Claire,
3296 N. Federal Highway, #39588 Fort Lauderdale, Florida, 33339-9588.

Title: "AMBER"

Marcia Oritta Healy,
3296 N. Federal Highway, #39588 Fort Lauderdale, Florida, 33339-9588.

Title: "AMBER"

Reubin Share,
3296 N. Federal Highway, #39588 Fort Lauderdale, Florida, 33339-9588.

Title: "AMBER"

Ariel Gamboa,
3296 N. Federal Highway, #39588 Fort Lauderdale, Florida, 33339-9588.

ARTICLE 6

Effective Date of the Company

These Articles of Organization shall become effective upon filing

ARTICLE 7

Period of Duration

Unless earlier terminated under the Act or the operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE 8

Member- Managed Limited Liability Company

The overall management and control of the Business and affairs of the Company shall be vested in its Members, as provided in these Articles of Organization and section 605.0407 of the Act. Any and all action by the Company shall require the vote of all members having an interest in the Company.

ARTICLE 9

Acting Members

The Company shall have four members and may admit additional members on the prior unanimous agreement of the-existing members, or as otherwise provided in the Operating Agreement.

ARTICLE 10
Indemnification of Members

Except as expressly provided in the Operating Agreement, of the Company shall indemnify any and all Member, Manager, or former Member or Member to the full extent permitted under the Act.

ARTICLE 11
Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, or upon any other event the under the Act, would result in dissolution of Company, the Business of the Company may be continued and the Company will not be dissolved without the prior written consent of all remaining Members of the Company.

ARTICLE 12
Adoption of Operating Agreement

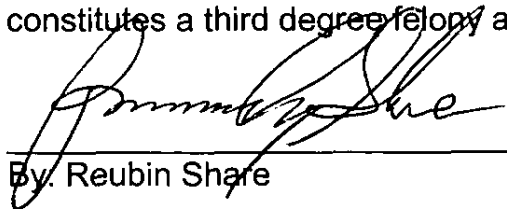
The Company shall adopt an Operating Agreement for the Company, which the Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, of Florida Statutes.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.

I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


By: Reubin Share

NOVEMBER 7TH, 2016
Date of Signature

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