

# L/600021/327

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.**

(((H16000284239 3)))



H160002842393ABC2

**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 : LAZARUS CORPORATE FILING SERVICE, INC.  
Account Number : I20000000019  
Phone : (305)552-5973  
Fax Number : (305)675-5944

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

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

**FLORIDA LIMITED LIABILITY CO.  
SEGRETA, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

## 2nd REQUEST

Electronic Filing Menu

Corporate Filing Menu

Help

11/21/16

2016 NOV 19 PM 2:15  
SECRETARY OF  
DIVISION OF CORPORATIONS

2016 NOV 19 PM 3:44  
LAZARUS CORPORATE FILING SERVICE



November 18, 2016

LAZARUS

SUBJECT: SEGRETA, LLC  
REF: W16000078032

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2016 NOV 18 PM 2:15

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.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

FAX Aud. #: H16000284239  
Letter Number: 516A00024828

H16000284239

**STATE OF FLORIDA**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**SEGRETA, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company is SEGRETA, LLC.

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the limited liability company is: 888 Biscayne Blvd., Unit 2808, Miami, FL 33132

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to operate the business of SEGRETA, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company as may be required pursuant to a vote of the majority-in-interest of the members or upon such terms and conditions as shall be as set forth in the operating agreement.

H16000284239

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE  
2016 NOV 18 PM 2:15

H16000284239

**ARTICLE VI – ADMISSION OF NEW MEMBERS**

New members shall be admitted to the Company as may be authorized pursuant to a vote of the majority-in-interest and upon such terms and conditions as shall be determined by the majority-in-interest of the members, or upon such terms and conditions as shall be as set forth in the operating agreement. The majority-in-interest of members shall determine the amount and nature of contributions by new members at the time new members are admitted.

**ARTICLE VII – CONTINUATION OF BUSINESS**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued by a vote of the majority-in-interest of members; in absence of which the Company shall be dissolved.

**ARTICLE VIII – MANAGEMENT**

The Company shall be managed by the manager(s) in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company, if applicable or as determined by a majority-in-interest vote of the members. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law and these Restated and Amended Articles of Organization. The name and address of the manager of the Company is:

**NAME**

Luca Lomonaco

**ADDRESS**888 Biscayne Blvd., Unit 2808  
Miami, FL 33132**ARTICLE IX – REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company is 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, Florida, 33131, and the name of its registered agent at such address is Stefania Bologna, Esq.

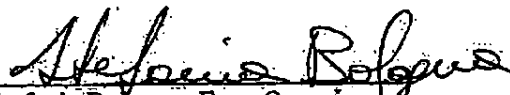
H16000284239

H16000284239

**ARTICLE X - INDEMNIFICATION**

This company shall indemnify any and all of its members, managers, directors, officers, organizers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, organizers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, organizers, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami Dade County, Florida for the foregoing uses and purposes this 16<sup>th</sup> day of November, 2016.

  
Stefania Bologna, Esq., Organizer

H16000284239

H16000284239

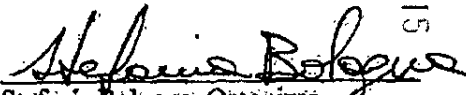
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 605, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company is SEGRETA, LLC
2. The name and address of the registered agent is as follows:

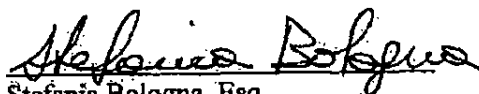
Stefania Bologna, Esq.  
150 SE 2<sup>nd</sup> Avenue  
Suite 1010  
Miami, FL 33131

Dated:  
November 16<sup>th</sup>, 2016

  
Stefania Bologna, Organizer

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.

Dated: November 16th, 2016

  
Stefania Bologna, Esq.  
Registered Agent

H16000284239