

L17cc 126087

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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JUN 09 2017

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 6-9-17

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name: ORION LLC

Email Address: gbiscardi@carltonfields.com

Entity Number: _____

Authorization: Kim Pullen

17 JUN -9 11:11:38

☒ Articles
Certified Copy

☒ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

\$ 160.00

CF Internal Use Only

Client: _____ Matter: _____

Name: G. Biscardi Office: MIA

**ARTICLES OF ORGANIZATION
OF
ORION LLC**

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

ARTICLE I. NAME

The name of the limited liability company is Orion LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing and principal office address of the Company shall be 100 S.E. Second Street, Suite 4200, Miami, Florida, 33131, Attention: Giovanni Biscardi.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of the Company in the State of Florida is CF Registered Agent, Inc., 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

ARTICLE IV. DURATION

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

ARTICLE V. MANAGEMENT

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement, if any, adopted by the members for the management of the business and affairs of the Company. The initial Managers of the Company will be:

Isabel Cristina Neves do Valle Simões d'Arriaga Schmidt
Praça Almirante Belfort Vieira, 12 / apto. 701
Leblon - Rio de Janeiro - RJ - 22440-020 BRAZIL

Ronaldo Afonso Neves do Valle Simões
Praça Almirante Belfort Vieira, 12 / apto. 902
Leblon - Rio de Janeiro - 22440-020 BRAZIL

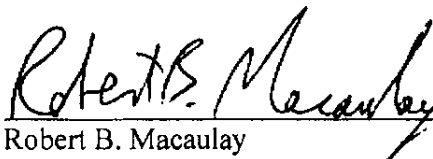
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ARTICLE VI. INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had a reasonable cause to believe his/her conduct was lawful or had no reasonable cause to believe such conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on June 9, 2017.



Robert B. Macaulay
Authorized Representative

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SECTION 101.01

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 9th day of June, 2017.

CF Registered Agent, Inc., a Florida corporation

By: Robert B. Macaulay
Robert B. Macaulay, Authorized Representative