

2017-09-22 12:09
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Florida Department of State

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CHARLEAN USA, LLC

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**ARTICLES OF ORGANIZATION
OF
CHARLEAN USA, LLC**

a Limited Liability Company organized under the laws of the State of Florida

The Undersigned, acting as organizer for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Fla. Stat. Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization;

**ARTICLE I.
NAME**

The name of the limited liability company shall be **CHARLEAN USA, LLC**, a Florida limited liability company (the "Company").

**ARTICLE II.
ADDRESS**

- (a) The place of business of the Company shall be:
9471 Baymeadows Rd, Suite # 404, Jacksonville, FL 32256
- (b) The mailing address of the Company shall be:
9471 Baymeadows Rd, Suite # 404, Jacksonville, FL 32256

**ARTICLE III.
DURATION**

The Company shall commence its existence on the date these articles of organization 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 Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

**ARTICLE IV.
PURPOSE**

The Company is organized for any legal and lawful purpose pursuant to the Florida Revised Limited Liability Company Act, except for the purpose of banking or insurance.

**ARTICLE V.
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is:
Francis M. Boyer
Boyer Law Firm, P.L.
9471 Baymeadows Rd, Suite # 406
Jacksonville, FL 32256

**ARTICLE VI.
OPERATING AGREEMENT**

The Operating Agreement of the Company will be executed by each member of the Company and will set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles.

**ARTICLE VII.
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Operating Agreement.

**ARTICLE VIII.
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

**ARTICLE IX.
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

**ARTICLE X.
MANAGEMENT**

The Company shall be managed by a manager in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which such the Manager(s) are elected and appointed; and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the initial Manager of the Company is:

CACARIE, GUILLAUME
74 Avenue Pasteur
69370 Saint Didier au Mont d'Or, France

**ARTICLE XI.
LIMITATION ON AGENCY AUTHORITY OF MEMBER**

Pursuant to the relevant section of the Florida Revised Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

**ARTICLE XII.
INDEMNIFICATION**

This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

This company shall pay for or reimburse the reasonable expenses of the individual pursuant to the Florida Revised Limited Liability Company Act.

**ARTICLE XIII.
TERMINATION OF EXISTENCE**

The Company shall be dissolved in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizer(s) has hereunto, by setting their hand and seal, executed these Articles of Organization on this 18 day of September 2017.



CACARIE, GUILLAUME, as Manager and
Member of CHARLEAN USA, LLC

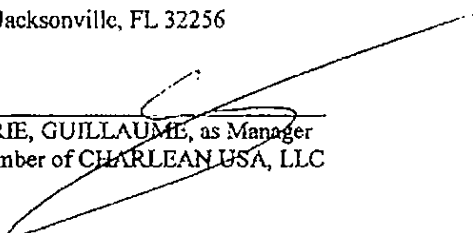
**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
CHARLEAN USA, LLC**

a Limited Liability Company organized under the laws of the State of Florida

Under the provisions of Florida Statute Chapter 605, CHARLEAN USA, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is:
CHARLEAN USA, LLC.

2. The name and address of the registered agent in Florida is:
Francis M. Boyer
Boyer Law Firm, P.L.
9471 Baymeadows Rd, Suite # 406
Jacksonville, FL 32256



CACARIE, GUILLAUME, as Manager
and Member of CHARLEAN USA, LLC

The undersigned, being the person named in the articles of organization of CHARLEAN USA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Florida Statutes, chapter 605.



Registered Agent