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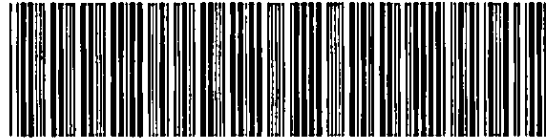
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 MAR -8 AM 7:33

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MAR 15 2018



**LAW OFFICES OF
LUDOVICI & LUDOVICI**

Attorneys at Law
A Professional Association
Established 1959

Edward P. Ludovici, Esq.
Susan M. Ludovici, Esq.
Michelle C. Fraga, Esq.

9000 SW 152 Street, Suite 106
Palmetto Bay, FL 33157-1941
Phone 305-235-2161

Of Counsel
Lorena Hart Ludovici, Esq.

e-mail address:
eludovici@ludovici-law.com

March 6, 2018

Florida Department of State
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Organization – Retalco Three, LLC

Dear Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Organization of this proposed LLC.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify, and return to this office in the enclosed envelope.

A check in the amount of \$125.00 is enclosed payable to the Department of State, to cover the fees for this service.

Very truly yours,

EDWARD P. LUDOVICI

EPL:su

Enclosures

ARTICLES OF ORGANIZATION

OF

RETALCO THREE, LLC.

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18 MAR -8 AM 7:39
SECRETARY
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Organization, each a natural person competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is RETALCO THREE, LLC .

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this Limited Liability Company shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The Limited Liability Company may carry on any lawful business necessary or incidental to the attainment of the objectives of the Limited Liability Company.

ARTICLE III - POWERS

The powers herein granted to the Limited Liability Company shall not be construed as any limitation upon the powers of the Limited Liability Company but shall be in addition

to the powers conferred by law. The Limited Liability Company shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;

2. To sue and to be sued and appear and defend all acts and proceedings in its Limited Liability Company name to the same extent as a natural person;

3. To adopt and use a common Limited Liability Company seal and alter the same;

4. To appoint such officers, agents, and employees as its affairs shall require and allow them suitable compensation;

5. To make and enter into all contracts necessary and proper for the conduct of its business;

6. To purchase the assets of any other Limited Liability Company, Corporation or other entity;

7. To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

9. To contract debts and borrow money at such rates of interest not to exceed

the lawful interest rate and upon such terms as it may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require. To transfer property of every kind and nature belonging to the Limited Liability Company, as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the Limited Liability Company.

ARTICLE IV - TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Limited Liability Company shall be 522 San Esteban Avenue, Coral Gables, Fl. 33146.

ARTICLE VI – NON-MEMBER MANAGERS

This Limited Liability Company shall have Two (2) Non-Member Managers initially. The number of Managers be they members or non-members may be increased or decreased from time to time.

ARTICLE VII - INITIAL NON-MEMBER MANAGERS

The name and street addresses of the initial Managing Members is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John A. Talamas	522 San Esteban Avenue, Coral Gables, Fl. 33146
James E. Talamas	10845 NW 29 Street, Doral, Fl. 33172

ARTICLE XIII - INITIAL INVESTORS

The name and street addresses of the initial Investors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>INTEREST</u>
William J. Talamas, James E. Talamas, John A. Talamas, and Julia Talamas, as Co-Trustees of The Residuary Trust under will of William A. Talamas and not Individually	522 San Esteban Avenue Coral Gables, FL 33146	100%

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 TALLAHASSEE, FLORIDA

ARTICLE XIV - REGISTERED AGENT

The registered agent of this Limited Liability Company to accept service of process within this state shall be JOHN A. TALAMAS at 522 San Esteban Avenue, Coral Gables, FL 33146.

ARTICLE XV - AMENDMENT

These Articles of Organization may be amended in a manner provided by law. Every amendment shall be approved by FIFTY ONE PERCENT (51%) of the voting Managing Members, unless all Managing Members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5 day of March, 2018.



 JOHN A. TALAMAS

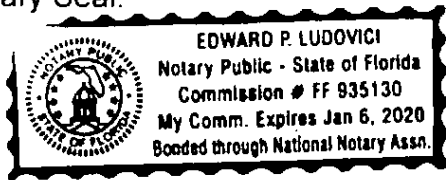
Acknowledgement on next page

FILED
18 MAR - 8 AM 7:30
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me the 5TH day of March, 2018 by JOHN A. TALAMAS, who () is personally know to me or () who has produced a Florida Driver's License or _____ as identification and who did take an oath.

Notary Seal:



Edward P. Ludovici
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

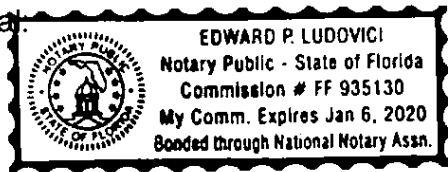
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5TH day of March, 2018.

James E. Talamas
JAMES E. TALAMAS

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me the 5TH day of March, 2018 by JAMES E. TALAMAS, who () is personally know to me or () who has produced a Florida Driver's License or _____ as identification and who did take an oath.

Notary Seal:



Edward P. Ludovici
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated Limited Liability Company, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

John A. Talamas
JOHN A. TALAMAS
Registered Agent