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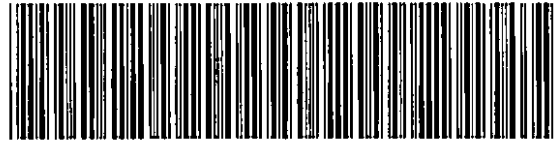
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TALLAHASSEE, FLORIDA

# HAROLD E. WOLFE, JR., P.A.

ATTORNEY AND COUNSELORS AT LAW

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HAROLD E. WOLFE, JR. \*

\* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

June 28, 2018

\* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

\* FLORIDA BAR BOARD

CERTIFIED WILLS, TRUSTS,

AND ESTATES ATTORNEY

## **BY UPS OVERNIGHT**

Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Formation of NK Auto Finance, LLC**

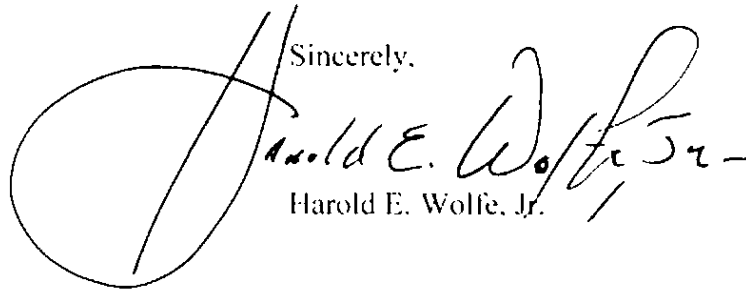
Dear Sir/Madam:

Enclosed is an original and photocopy (for date-stamping) of the Articles of Organization for the above-referenced LLC. Our firm's check, made payable to the Florida Department of State, in the amount of \$160 is enclosed representing the cost of the filing fee, certified copy and Certificate of Status.

Please process the Articles of Organization and provide us with the certificate of status and certified copy. Also enclosed is a self-addressed, stamped envelope for return of the date-stamp copy of the Articles, certified copy and certificate of status.

Should you have any questions, please feel free to call or write us.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read "Harold E. Wolfe, Jr.", is written over the typed name.

Harold E. Wolfe, Jr.

HEW:cmr  
Enclosures

cc (w/enc.): Mr. Nikolaos Maris  
Ms. Jeanne Matullo  
Carolyn R. Street, EA

**ARTICLES OF ORGANIZATION  
OF  
NK AUTO FINANCE, LLC**

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 605 and Fla. Stat. §605.201 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

In accordance with Fla. Stat. §§605.0112 and 605.0201(2)(a), the limited liability company's name shall be "NK AUTO FINANCE, LLC".

**ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY**

This limited liability company shall have an indefinite duration in accordance with Fla. Stat. §605.0108(3). This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §§605.0201(4) and 605.0207.

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

As required under Fla. Stat. §605.0201(2)(b), the mailing and street address of this limited liability company's principal office is as follows:

**Mailing and Street Address:**

1400 NW 9<sup>th</sup> Avenue, Suite 19  
Boca Raton, FL 33486

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#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, FL 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.** The written acceptance of the Company's initial registered agent as required under Fla. Stat. §605.0201(2)(c) is affixed to the end of these Articles.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this Article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §605.0403(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating

Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the duration set forth in Article II hereof.

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

In accordance with Fla. Stat. §605.0201(3)(a), this limited liability company shall be managed as a Manager-managed company for purposes of Fla. Stat. §605.0407 and other relevant provisions of Chapter 605 of the Florida Statutes. This limited liability company shall be managed, as a Manager-managed limited liability company, by one (1) Manager, JEANNE MATULLO, during her lifetime and no other persons or individuals shall have the right to so manage this limited liability company unless JEANNE MATULLO resigns, dies, voluntarily retires or consents, in writing, to a successor Manager; provided, however, that the JEANNE MATULLO may be replaced by a vote of Members holding at least eighty percent (80%) [by percentage ownership] of the membership units in this limited company. If the Manager is so removed by an affirmative vote of at least eighty percent (80%) of the membership units in this limited liability company, at the time of such replacement of the Manager, by the aforesaid eighty percent (80%) or more vote of membership units, then a new Manager shall be appointed as set forth in these Articles of Organization or a duly adopted Operating Agreement. Accordingly, this limited liability company is to be a Manager-

managed company as set forth in Fla. Stat. §§605.0407(1)(a) and 605.0201(3)(a) and shall be so managed by JEANNE MATULLO, until she has resigned, died, been removed (by an affirmative eighty percent (80%) or more vote of membership units) or retired, or consented to a Successor Manager. Upon the resignation, death, or retirement, or removal of JEANNE MATULLO, or written consent to a Successor Manager of JEANNE MATULLO, in such event, a Successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of units in this limited liability company. In accordance with the foregoing, the names and addresses of the Manager of this limited liability company is:

**Name of Manager**

**Address**

Jeanne Matullo

1400 NW 9<sup>th</sup> Avenue, Suite 19  
Boca Raton, FL 33486

Notwithstanding anything to the contrary contained in Fla. Stat. §605.0407 or §605.0404(2) (or successor sections) the Manager shall have sole discretion in making decisions to make distributions to members from this limited liability company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager herein named shall have all of the rights afforded under Fla. Stat. §605.0407(3) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

## **ARTICLE VIII – OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the Operating Agreement or as specified in Fla. Stat. §605.0404 if the Operating Agreement is silent as to that matter.

## **ARTICLE IX – PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 605 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of offering car loans and working with used car dealers together with the related businesses.

## **ARTICLE X - STATEMENT OF AUTHORITY**

This limited liability company may file a statement of authority as so provided in Fla. Stat. §605.0302. Such statement of authority may encompass all or any matters set forth in Fla. Stat. §605.0302.

## **ARTICLE XI -OPERATING AGREEMENT**

This limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §§605.0105 and 605.0106; provided, however, that any amendment or alternation of the Operating Agreement of this limited liability company shall strictly comply with any amendment procedure contained in the Operating Agreement unless all Members unanimously otherwise agree in writing. The provisions of Chapter 605 of the Florida Statutes entitled the "Florida Revised Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of these Article of Organization or any operating agreement then governing this limited liability company.

**IN WITNESS WHEREOF**, the undersigned, members of this limited liability company have executed these Articles of Organization on this 28<sup>th</sup> day of June, 2018.

**NK AUTO FINANCE, LLC**

By: **El Grupo Paradisio, LLC, a  
Delaware limited liability company**

  
\_\_\_\_\_  
**JEANNE MATULLO, Manager**

  
\_\_\_\_\_  
**JEANNE MATULLO, Individually,  
Member**



STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

BEFORE ME personally appeared **JEANNE MATULLO**, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of June, 2018.

(SEAL)



Carmen M. Riedel

Notary Public, State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 605.0113, Florida Statutes, the following is submitted:

That **NK AUTO FINANCE, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Boca Raton, County of Palm Beach, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.**, as its agent to accept service of process.

**EL GRUPO PARADISIO, LLC**, a Delaware  
limited liability company

By: 

JEANNE MATULLO, Manager

Title: Incorporating Member

Date: June 28, 2018

  
JEANNE MATULLO, Individually, Member

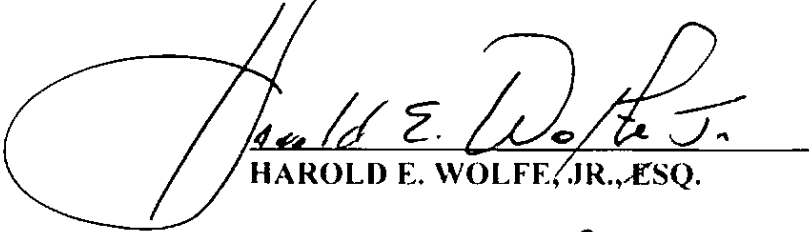
Title: Incorporating Member

Date: June 28, 2018

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes and Florida Statutes §605.0113, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

**REGISTERED AGENT:**

  
HAROLD E. WOLFE, JR., ESQ.

DATED: June 28<sup>th</sup>, 2018

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