

4/15/2019

Division of Corporations

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**FLORIDA LIMITED LIABILITY CO.
Roher Trading LLC**

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Roher Trading LLC

MBR Nashira Rodríguez
13461 NW 19th LN
Miami, FL 33182

MBR Nayda J. Rodríguez
13461 NW 19th LN
Miami, FL 33182

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CLC
COUNTY OF ST. JACOB
FLORIDA

ARTICLE V – Perpetual Duration

The period of duration of **Roher Trading LLC** is perpetual.

ARTICLE VI – Form of Management

The management of **Roher Trading LLC** shall be vested on the members pursuant to the Operating Agreement.

ARTICLE VII – Purpose

The purpose of the company is to engage in any lawful or activity for which an LLC may be organized under the laws of Florida and the United States.

ARTICLE VIII – Indemnification

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this professional limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

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Roher Trading LLC

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

ARTICLE IX – Operating Agreement

The Operating Agreement will establish the duties and responsibilities of each authorized member as well as method of distribution of profits and liability for expenses. In the event of conflict between the Operating Agreement and the Articles of Organization, the Operating Agreement will govern.

ARTICLE X - Right To Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in **Roher Trading LLC** the remaining members have the right under the operating agreement to continue the business of the company.

ARTICLE XI - Certificate of Membership

A member's interest in **Roher Trading LLC** may be evidenced by a certificate of membership interest signed by the Authorized Member of the LLC, which may be assigned or transferred. The right to assign or transfer a member's interest in **Roher Trading LLC** is limited by the provisions of the Operating Agreement.

REQUIRED SIGNATURE:

Wilfredo Rodriguez

Signature of a member or an authorized representative of a member
Wilfredo Rodriguez, Authorized Member
Roher Trading LLC

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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