

L19000271579

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000333633 3)))



H19000333633ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305)444-4994
Fax Number : (305)444-4977

FILED
19 NOV 13 AM 3:56
ALL AMESSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA LIMITED LIABILITY CO.
MBM AD-VENTURE USA, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
FOR
MBM AD-VENTURE USA, LLC

FILED
19 NOV 13 AM 3:56
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the Limited Liability Company is MBM AD-VENTURE USA, LLC

ARTICLE II – ADDRESS

The mailing address of the business of the Limited Liability Company is 100 S.E. Second Street, Suite 2100, Miami, FL 33131, and the street address of the principal place of business is 100 S.E. Second Street, Suite 2100, Miami, FL 33131.

ARTICLE III – DURATION

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

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of MBM AD-VENTURE USA, LLC and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V – ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members or by the Operating Agreement of the Company. A member may transfer his or her interest with the unanimous written

consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members or by the Operating Agreement of the Company.

ARTICLE VI – CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

ARTICLE VII – MANAGEMENT

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial manager will serve until his first annual meeting of the members. The name and address of the initial manager of the Company is:

NAME

Eliana Maria Luisa Bresolin

ADDRESS

Via Edoardo Chinotto 26
Milano, Italy 20147

ARTICLE VIII – REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the Company is 100 S.E. Second Street, Suite 2100, Miami, FL 33131, and the name of its initial registered agent at such address is Stefania Bologna, Esq.

ARTICLE IX – INDEMNIFICATION

This company shall indemnify any and all of its members, managers, directors, officers, organizers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, organizers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager,

director, officer, organizers, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami-Dade County, Florida for the foregoing uses and purposes this 4th day of November, 2019.


Stefania Bologna, Esq., Organizer

FILED
19 NOV 13 AM 3:57
CLERK OF DISTRICT COURT
MIAMI-DADE COUNTY, FLORIDA

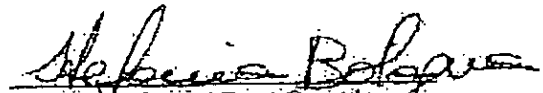
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 605, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company is MBM AD-VENTURE USA, LLC.
2. The name and address of the registered agent is as follows:

Stefania Bologna, Esq.
100 S.E. Second Street
Suite 2100
Miami, FL 33131

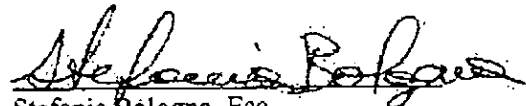
Dated: November 4th, 2019


Stefania Bologna, Esq., Organizer

FILED
19 NOV 13 AM 3:57
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: November 4th, 2019


Stefania Bologna, Esq.
Registered Agent