

**Florida Department of State**  
**Division of Corporations**

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Email Address: TAGUIJAR@ROBERTALLENLAW.COM

**FLORIDA LIMITED LIABILITY CO.**

**Bikinis Beyond, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03



June 4, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ROBERT N. ALLEN

SUBJECT: BIKINIS BEYOND, LLC  
REF: W20000055264

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2020-06-04 15:39:02

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**ARTICLES OF ORGANIZATION  
OF  
BIKINIS BEYOND, LLC**

Pursuant to the provisions of Section 605.0201 of the Florida Statutes, the above-named limited liability company, (the "Company"), provides the following information and adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is BIKINIS BEYOND, LLC

**ARTICLE II  
ADDRESS**

The principal place of business address and the mailing address is 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

**ARTICLE III  
OTHER PROVISIONS**

This limited liability company will be a manager-managed limited liability company and its business purpose will be to engage in any lawful activity as permitted under the Florida Revised Limited Liability Act.

**ARTICLE IV  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

**ARTICLE V  
MANAGEMENT**

The name and address of the persons authorized to manage the limited liability company is:

Title: MGR, CEO and President  
Name: Philip Gallina  
1441 Brickell Avenue, Suite 1400  
Miami, FL 33131

Title: Senior V.P and Advisor to CEO  
Name: Dane Lomas  
1441 Brickell Avenue, Suite 1400  
Miami, FL 33131

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## **ARTICLE VI**

### **Indemnification**

The Company shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Revised Limited Liability Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Company; (ii) is or was an officer of the Company; or (iii) is or was serving at the request of the Company as a director, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Company shall have, unless otherwise expressly prohibited by the Florida Revised Limited Liability Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article will not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Company, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Company and each director and officer of the Company who serves or served in such capacity at any time while this Article is in effect.

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Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

**ARTICLE VII  
EFFECTIVE DATE:**

The effective date for this limited liability company will be the date of the filing of these Articles of Organization.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 29<sup>th</sup> day of May 2020.

By: 

Philip Gallina, Manager

**ACCEPTANCE BY REGISTERED AGENT**

*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 the 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 as provided in Chapter 605 of the Florida Statutes.*

Dated as of the 29 day of May, 2020.

Robert Allen Law

By: 

Umberto Bonavita, President

**Preparer:**

Umberto Bonavita, Esq.

Florida Bar No: 0632791

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

Miami, FL 33131

Phone (305) 372-3300

Fax: (305) 379-7018

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