

7/10/2020

Division of Corporations

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

From: Account Name : BEATO PIMENTEL & ASSOCIATES PA
Account Number : I20200000093
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**FLORIDA LIMITED LIABILITY CO.
USA Suspension LLC**

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Articles of Organization

USA Suspension, LLC.

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STATE OF MISSISSIPPI

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Articles of Organization for a Florida Limited Liability Company

USA Suspension, LLC.

ARTICLE I - NAME

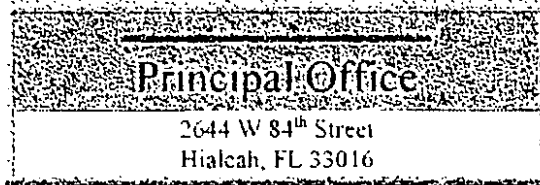
The name of the Limited Liability Company is USA Suspension, LLC., (hereinafter, "LLC").

ARTICLE II - PURPOSE OF THE LIMITED LIABILITY COMPANY

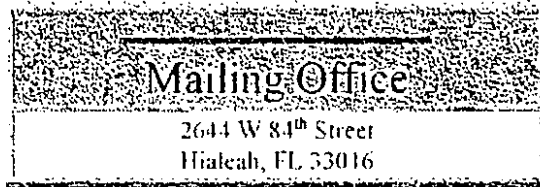
The LLC shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intent to profit.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Limited Liability Company in the State of Florida shall be located at:



Located in the County of Miami-Dade and the mailing address shall be:



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ARTICLE IV – MANAGING MEMBERS

The Managing Members of the Limited Liability Company shall be:

Managing Members		Interest
Name & Address		%
Adrian C. Simon		50%
Phillip A. Gallegos		50%

Whose addresses shall be the same as the principle office of the Limited Liability Company.

ARTICLE V – LIMITED LIABILITY COMPANY CAPITALIZATION

The total initial capital contribution by the members of this LLC has an agreed value of \$1,000.00

ARTICLE VI – SUB – CHAPTER S ELECTION

The LLC may elect to be treated as an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this LLC has elected to be treated as an S-Corporation, none of the Members of this LLC, without the written consent of all the members of this LLC shall take any action, or make any transfer or other disposition of the members shares of stock in the LLC, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE VII - TERM OF EXISTENCE

This Limited Liability Company shall have perpetual existence.

ARTICLE VIII - VOTING RIGHTS

Members of the Limited Liability Company will have such voting rights as are provided in the Operating Agreement of the Limited Liability Company.

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 STATE OF MISSISSIPPI
 MISSISSIPPI SECRETARY OF STATE

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ARTICLE IX - LIABILITIES FOR DEBTS

Neither the members or the Managing Member of the Board of Directors of the Limited Liability Company shall be liable for the debts of the Limited Liability Company.

ARTICLE X - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - AMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the Board of Members, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE XII - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted to this LLC only with upon such terms as are unanimously agreed to by all Members in the Operating Agreement.

ARTICLE XIII - CONTINUATION

The remaining Members of the limited liability company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this limited liability company.

ARTICLE XIV - MANAGMENT

The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters.

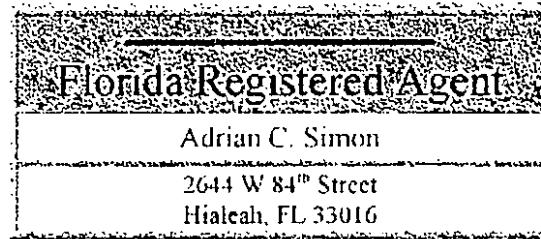
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ARTICLE XV – INITIAL REGISTERED AGENT

The Initial Registered Agent of the Limited Liability Company shall be:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
 IN ARTICLES OF INCORPORATION**

Adrian C. Simon, having a business office identical with the registered office of the Limited Liability Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

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 as provided for in Chapter 608, F.S..

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DocuSigned by:

 BB 453002JF A4E6

Adrian C. Simon, Registered Agent

7/4/2020

Date