# 2000 Clorig Repart Ont Ostate Division of Corporations

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## FLORIDA LIMITED LIABILITY CO.

Stone Secure Capital, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

9/10/20, 3:16 PM

## ARTICLES OF ORGANIZATION OF STONE SECURE CAPITAL, L.L.C.

The undersigned, being a duly authorized representative of the company, does hereby organize, execute and file with the Department of State of the State of Florida, under Chapter 605 of the Florida Statutes, the following Limited Liability Company:

## ARTICLE I

#### NAME

The name of this limited liability company shall be:

Stone Secure Capital, L.L.C.

2020 SEP 10 PH 4: 29

### ARTICLE II

## NATURE OF BUSINESS

The organization may engage in any activity or business permitted under the laws of the United States or the State of Florida. It is anticipated, however, that it will specialize in the operation, maintenance, and conduct of a real estate investment and real estate holding company, providing any and all related services, operations and consulting relating to real estate business, both to and with private persons and/or entities, foreign or domestic, as well as to the general public, as well as commercially or residentially oriented construction, leasing, purchase, sale, market development, and related operations for business venture development as may be operated by this limited liability company, for profit and upon such terms and conditions as may be deemed acceptable and duly authorized by the manager(s) and member(s) of this limited liability company. In addition, all activities reasonably related to the foregoing may be engaged in or undertaken by the limited liability company, including but not limited to, leasing agreements, purchase agreements, mortgage agreements, financing agreements, establishment of banking accounts, and all other commercially reasonable and customary engagement and contracts for operation of this limited liability company.

## ARTICLE III

## MANAGER - MANAGED COMPANY

This organization is a manager-managed company within the meaning of Fla. Stat. 605.0407 whereby it is a limited liability company which is designated to be managed by one or more manager in its Articles of Organization and by all operating agreements which may affect its operation.

## ARTICLE IV

## ORGANIZATIONAL EXISTENCE

The date of initial organizational existence of this limited liability company shall be the date when its Articles of Organization are filed with the Department of State of the State of Florida.

#### ARTICLE V

## PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be: c/o 3074 Lakewood Circle, Weston, Florida 33332

## ARTICLE VI

## INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent for Service of Process upon the company, in this State is:

Sheldon Evans, P.A., 3074 Lakewood Circle, Weston, Florida, 33332.

Having been named as registered agent 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 605.0113, F.S.

Sheldon Evans, Esq. for Sheldon Evans, P.A.

## ARTICLE VII

## MANAGEMENT

This company, pursuant to Fla. Stat. 605.0407(I)(a,), is a limited liability company to be managed by two (2) managers. The managers, shall serve for a period of one (1) year from the date of the filing of these Articles with the Secretary of State and then, automatically be renewed consecutively each year thereafter, or until replaced or resigned: the Managers are:

Felix Romano Toussieh Address c/o 3074 Lakewood Circle, Weston Fl. 33332

Monica Popalawski Shapiro Address c/o 3074 Lakewood Circle, Weston Fl. 33332

Marcos Romano Popalawski Address c/o 3074 Lakewood Circle, Weston Fl. 33332

## ARTICLE VIII

## DURATION OF ORGANIZATIONAL EXISTENCE

The period of duration for this limited liability company shall be perpetual, from the date of filing of these Articles with the Florida Secretary of State. Such period of duration, however, may be amended by the adoption of an Amendment to these Articles in conformity with the requirements of Chapter 605.0108 of the Florida Statutes.

#### ARTICLE IX

### **MEMBERS**

The initial members of this limited liability company are:

Felix Romano Toussieh Address c/o 3074 Lakewood Circle, Weston Fl. 33332

Monica Popalawski Shapiro Address c/o 3074 Lakewood Circle, Weston Fl. 33332

Marcos Romano Popalawski Address c/o 3074 Lakewood Circle, Weston Fl. 33332

and insofar as entitlement to share in the profits and losses of the company, each Member shall be entitled to an equal one third (33 1/3) of one hundred percent (100%) percent of the net profits of the company each year.

#### ARTICLE X

## IDENTITY OF ADDITIONAL MEMBERS

The identity of any additional members of this limited liability company, other than each managing member whose name and address is reflected above, shall be and remain confidential and subject to disclosure only as required by the laws of the State of Florida or the rules and regulations of the Internal Revenue Service; otherwise, the identity and address of all members, other than the managing member(s), shall be and remain confidential.

#### ARTICLE XI

#### **AMENDMENTS**

These Articles of Organization may be amended by the affirmative vote of the managers and Member(s); (plus a majority of all other non-managing members- if same exist, voting in proportion to their investment in this limited liability company).

## ARTICLE XII

## REPLACEMENT OF MANAGING MEMBER

In the event of the death or disability of a manager-member, above-named, or his/her/ its replacement, if any, the remaining non-managing members ( if any ), in proportion to their investment, shall be entitled to elect, by a majority vote, the replacement manager or member of this limited liability company.

### ARTICLE XIII

## AUTHORITY OF MANAGER

The initial manager(s) of this organization, above-named, and his/her successor(s) if any, is hereby authorized to alone sign and deliver any instrument transferring or affecting the company's interest in real or personal property. Any third party may rely upon the apparent authority of the manager (acting alone or in conjunction with the other manager) to carry on any and all business or banking related activity on behalf of the company, without the necessity of obtaining the authority or approval of any other person, firm or corporation whatsoever, including the approval of any non-manager member.

## ARTICLE XIV

## CERTIFICATES OF INTEREST

The manager, (and the non-managing members, if any, at their election), may determine to issue Certificates of Interest in favor of all members of the company, so as to continuously reflect their respective interests of record for purposes of determining their voting rights. Any and all such Certificates, however, shall be deemed confidential documents, as between the non-managing members and the corporation, in pursuance of the requirement, above set forth, of maintaining confidentiality as to the identity and addresses of all non-managing members of this organization. Such Certificates, therefore, shall be and remain outstanding solely for the purpose of establishing voting rights as between non-managing members and the organization. They shall not be deemed documents which are in the public domain.

#### ARTICLE XV

## AUTHORIZATION TO EXECUTE AND SUBMIT INITIAL ARTICLES OF ORGANIZATION

The managers, or the member(s), or the designated authorized agent and attorney and legal representative so appointed by the above-named, is/are hereby authorized ( and to the extent any non-managing members may exist has been authorized by all non-managing members of this organization, who have initially subscribed to a beneficial interest in this organization) as well as the Attorney of Record for the company, to execute and file these Articles with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, as the designated representative of the organization and its initial manager(s), has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber, the foregoing Articles of Organization on this the \_\_\_\_\_\_ day of September, 2020.

Felix Romano Toussiel Initial Manager & Mem

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The name and street address of the initial Registered Agent for Service of Process upon the company, in this State is:

Sheldon Evans, P.A., 3074 Lakewood Circle, Weston, Florida, 33332.

Having been named as registered agent 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 605., F.S.

Sheldon Evans, Esq. for Sheldon Evans, P.A.