

4/8/2021

Division of Corporations

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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
TRISOUTH LLC**

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ARTICLES OF ORGANIZATION OF
TRISOUTH LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be TRISOUTH LLC ("the Company").

ARTICLE II
DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the Regulations).

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any legal business authorized under the Florida Statutes and the Laws of the United States and hereby covenants as follows:

- (a) The Company will not have any assets other than the Property to be acquired (and personal property incidental to the ownership and operation of the Property);
- (b) The Company will not enter into any contract or agreement with any manager, member, partner, shareholder or other affiliate of the Company except on terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;
- (c) The Company will be solvent and pay its debts from its assets as the same become due;
- (d) The Company will operate its business as currently conducted and operated, it will preserve its existence and it will observe all limited liability company formalities, and will not, nor will any member or manager thereof, amend its governing documents in a manner that adversely affects the Company's existence as a single asset special purpose entity;
- (e) The Company will maintain books and records and bank accounts separate from those of its affiliates, including its managers and members, and will file its own tax returns;
- (f) The Company will maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

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(g) The Company will be, and will at all times hold itself out to the public as, a legal entity separate and distinct from any other entity (including any manager, member, partner, shareholder or other affiliate);

(h) The Company will not commingle its funds or assets with those of any manager, member, partner, affiliate or other person or entity;

(i) The Company will not engage in, seek or permit or suffer any dissolution, winding up, liquidation, consolidation, merger or sale of all or substantially all its assets;

(j) The Company, without the unanimous consent of all of its directors, general partners or members, as applicable, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise directly or indirectly institute insolvency proceedings;

(k) Once the property is acquired, the Company will have no indebtedness other than (i) the first mortgage loan in an amount to be determined and from a lender to be determined; and (ii) unsecured trade debt, none of which may be evidenced by a promissory note and all of which must be incurred in the ordinary course of the Company's business in connection with owning, operating and maintaining the Property and paid within 30 days from the date incurred;

(l) The Company has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity;

(m) The Company has not acquired, and will not acquire obligations or securities of its shareholders, partners or members, as applicable;

(n) The Company has not pledged, and will not pledge its assets for the benefit of any other person or entity;

(o) The Company has not made and will not make loans to any person or entity; and

ARTICLE IV **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 901 Ponce De Leon Blvd, Suite 204, Coral Gables, FL 33134 and such other place or places as the members from time to time may determine. The mailing address of the Company is 901 Ponce De Leon Blvd, Suite 204, Coral Gables, FL 33134.

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ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albornoz. The address of the initial registered agent is:

901 Ponce de Leon Boulevard,
Suite 204,
Coral Gables, Florida 33134.

ARTICLE VI
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations are:

CARISO, LLC,
a Delaware limited liability company
c/o Fernando Carrillo or Carlos Landeros, Managers
1013 Centre Road, Suite 403S
Wilmington, DE 19805

ARTICLE VII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 29 day of March, 2021, effective upon filing same with the Florida Department of State.

CARISO, LLC, a Delaware limited liability company



Fernando Carrillo, Manager


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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.


William H. Albormoz, Esquire

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