

9/7/2021

Division of Corporations  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

LZ1000305519

**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.

((H21000332868 3)))



H210003328683ABCO

**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)617-6383

From:

Account Name : LEGALINC CORPORATE SERVICES INC.  
Account Number : 120180000011  
Phone : (844)386-0178  
Fax Number : (214)317-4754

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

**Email Address:** \_\_\_\_\_

FILED  
 2021 SEP -8 PM 1:17  
 TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
COLETTE, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$25.00

**SEP 09 2021  
S. PRATHER**

2021 SEP -8 AM 9:20

TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

((H21000332868 3)))

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
COLETTE LLC**

**DOCUMENT NO.: 1.21000305519**

FILED  
2021 SEP -8 PM 1:17  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes §605.0202(4), the above-named Florida limited liability company hereby adopts the following Amended and Restated Articles of Organization, which amend and restate the Articles of Organization originally filed on December 12, 2019.

The undersigned for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes Chapter 605, hereby make, acknowledge, and file the following Articles of Organization pursuant to Florida Statutes §605.0201.

**ARTICLE I  
NAME**

The name of the limited liability company shall be COLETTE LLC (the "Company").

**ARTICLE II  
ADDRESS**

The initial mailing address and street address of the principal office of the Company is 19575 Biscayne Boulevard, Store No. 1475, Miami, Florida 33180.

**ARTICLE III  
DURATION**

The Company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the operating agreement.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida is as follows:

((H21000332868 3)))

((H21000332868 3)))

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

ARTICLE V  
ADMISSION OF NEW MEMBERS

Except as set forth in the operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI  
MANAGEMENT

The Company shall be a Manager-Managed company as provided in Florida Statutes, §605.0407(1), and shall be managed by the managers in accordance with Florida law and the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. Set forth below is/are the name(s) of the initial Managers of the Company, who has/have been duly designated to manage the Company as provided in Florida Statutes, §605.0407(2), and who will have the respective titles set forth below, with each Manager having the capacity to bind the Company and make decisions on behalf of the Company without the consent of the other Manager:

<u>Manager Name and Address</u>	<u>Title</u>
Cleo Holdings, Inc. 335 N.E. 61 <sup>st</sup> Street Miami, Florida 33137	Manager
Maince, LLC 455 Woodcrest Road Key Biscayne, Florida 33149	Manager

ARTICLE VII  
INDEMNIFICATION

To the fullest extent permitted under, in accordance with or not prohibited by the laws of

((H21000332868 3)))

((H21000332868 3))

the State of Florida, as amended from time to time, the Company shall indemnify and hold harmless each manager from and against any and all losses, claims, damages, liabilities or expenses of whatever nature, as incurred, arising out of or relating to the fact that such party was or is a manager of the Company. Notwithstanding the foregoing, no indemnification may be made to or on behalf of a manager if a judgment or other final adjudication adverse to such manager establishes (1) that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or (2) that he or she personally gained in fact a personal profit or other advantage to which he or she was not legally entitled.

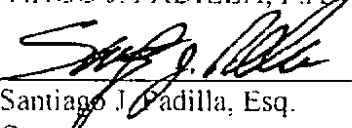
ARTICLE VIII  
AMENDMENT

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon the Members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this the 7 day of September 2021.

SANTIAGO J. PADILLA, P.A.

By:

  
Santiago J. Padilla, Esq.  
Organizer

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

RECEIVED  
TALLAHASSEE, FLORIDA

2021 SEP -8 PM 1:17

((H21000332868 3))

((H21000332868 3)))

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Section 605.0113, the following is submitted:

COLETTE LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 1395 Brickell Avenue, Suite 800, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A. as its initial Registered Agent.

Date: September 7, 2021

SANTIAGO J. PADILLA, P.A.

By: 

Santiago J. Padilla, Esq.  
Organizer

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

FILED  
2021 SEP - 8 PM 1:17  
TALLAHASSEE, FLORIDA

((H21000332868 3)))

((H21000332868 3)))

**ACKNOWLEDGEMENT OF REGISTERED AGENT  
OF  
COLETTE LLC**

Having been named as Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 605.0113 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: September 2, 2021

SANTIAGO J. PADILLA, P.A.

By: 

Name: Santiago J. Padilla, Esq.

Santiago J. Padilla, P.A.  
1395 Brickell Avenue, Suite 800  
Miami, Florida 33131

FILED  
2021 SEP -8 PM 1:17  
TALLAHASSEE, FLORIDA

((H21000332868 3)))