L23000275600

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

**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.

(((H24000206862 3)))

H240002068623ABC/

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

2024 JUN 13 PM 2:01

FILED

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : JCM CORPORATE INC
Account Number : I20230000137
Phone : (786)327-8283
Fax Number : (786)228-2626

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

Email Address:

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

**GOLDEN CHEMICALS USA LLC**

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

Electronic Filing Menu Corporate Filing Menu Help

K. SALY

JUN 14 2024

FILED
2024 JUN 13 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF**

GOLDEN CHEMICALS USA LLC

**(Name of the Limited Liability Company as it now appears on our records.)**
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 06/07/2023 and assigned Florida document number L23000275600.

This amendment is submitted to amend the following:

1-Removal of Alfredo Hernandez as AMBR and Member:
Alfredo Hernandez will be removed from the position of AMBR and will no longer be a member of the Company, effective June 13, 2024.

~~2- Appointment of Lincoln Ariel Otero Carbonell as AMBR:~~
~~Lincoln Ariel Otero Carbonell, residing at 6919 W Sunrise Blvd Apt~~ 101, Plantation, FL 33313, will be appointed as Authorized Member (AMBR) of the Company, effective June 13, 2024.

3-Change the Registered Agent Address, the new address is 11218 SW ROMA WAY PORT SAINT LUCIE, FL 34987

These articles of amendment were adopted on June 13, 2024

Dated June 13, 2024

Alfonso Hernandez, Former member

Lincoln Ariel Otero, AMBR

Signature of a member or authorized representative of a member

CYNTHIA N HERNANDEZ, MGR

Typed or printed name of signee

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

**Signature of New Registered Agent**, if changing

**AMENDMENT AGREEMENT FOR GOLDEN CHEMICAL USA LLC**

Golden Chemical USA LLC

6653 Hialeah, Florida, 33015

**Organized under the laws of the State of Florida on June 7, 2023**

**Amendment to the Operating Agreement**

We, the undersigned, being all the members of Golden Chemical USA LLC (the "Company"), by virtue of the authority granted in Article 7.3 of the Company's Operating Agreement, hereby adopt the following amendment to said Agreement:

**Amendment 1: Removal and Replacement of AMBR**

-Removal of Alfredo Hernandez as AMBR and Member: It is agreed that Alfredo Hernandez will be removed from the position of Authorized Member (AMBR) and will no longer be a member of the Company, effective June 13, 2024.

-Appointment of Lincoln Ariel Otero Carbonell as AMBR: It is agreed that Lincoln Ariel Otero Carbonell, residing at 6919 W Sunrise Blvd Apt 101, Plantation, FL 33313, will be appointed as Authorized Member (AMBR) of the Company, effective June 13, 2024.

-Transfer of Duties and Participation: Lincoln Ariel Otero Carbonell will fully assume the position of Alfredo Hernandez, including the same title, duties, and participation in the Company.

**Confirmation of the Amendment**

This amendment has been adopted in accordance with the Operating Agreement entered into by members Cynthia N Hernandez and Alfredo Hernandez, specifically as stipulated in Article 7.3 of said Agreement.

**Effective Date**

This amendment becomes effective as of June 13, 2024.

**Signatures**

IN WITNESS WHEREOF, the undersigned have executed this amendment as of the date first written above.

Cynthia N Hernandez, Member and Manager Cynthia

Alfredo Hernandez, Former Member

Lincoln Ariel Otero Carbonell, Authorized Member (AMBR)

**Legal Basis**

This amendment is made in accordance with the Florida Revised Limited Liability Company Act (Chapter 605 of the Florida Statutes) and the Operating Agreement of Golden Chemical USA LLC, particularly Article 7.3, which allows amendments to the agreement with the written consent of the members.

# OPERATING AGREEMENT FOR GOLDEN CHEMICAL USA LLC

**GOLDEN CHEMICAL USA LLC**

**6653 HIALEAH, FLORIDA, 33015**

**ORGANIZED ON JUNE 7, 2023**

## Operating Agreement

This Operating Agreement ("Agreement") is made and entered into effective as of June 7, 2023, by and among the members whose signatures appear below.

## Article I: Formation

1.1 Formation: Golden Chemical USA LLC (the "Company") was formed as a Limited Liability Company (LLC) under the laws of the State of Florida by the filing of the Articles of Organization with the Florida Department of State on June 7, 2023.

1.2 Principal Office: The principal office of the Company is located at 6653 Hialeah Florida, 33015.

1.3 Registered Agent: The Company's initial registered agent shall be Cynthia N Hernandez, located at 6653 Hialeah Florida, 33015.

## Article II: Members

2.1 Members: The members of the Company and their respective initial capital contributions are as follows:

Cynthia N Hernandez, MGR

Alfredo Hernandez, AMBR

2.2 Membership Interests: Each member shall have equal membership interests in the Company.

## Article III: Management

3.1 Management Structure: The Company shall be managed by its members. Cynthia N Hernandez is designated as a Manager (MGR), and Alfredo Hernandez is designated as an Authorized Member (AMBR).

3.2 Authority and Powers: The Manager and Authorized Member shall have full, exclusive, and complete discretion, power and authority, without the need for a vote, to manage, control, administer, and operate the business and affairs of the Company, subject to any limitations set forth in this Agreement.

3.3 Decision Making: All decisions shall be made by mutual agreement of the Manager and the Authorized Member. No formal vote is necessary. In case of disagreement, the decision that best benefits the Company shall prevail.

3.4 Duties of Managers and Authorized Members: The Manager and Authorized Member shall have a fiduciary duty of loyalty and care to the Company and the other members.

**Article IV: Contributions and Distributions**

4.1 Initial Capital Contributions: Each member has contributed to the capital of the Company as follows:

Cynthia N Hernandez: $2,000.00

Alfredo Hernandez: $2,000.00

4.2 Additional Contributions: No member shall be obligated to make any additional capital contributions. However, additional capital contributions may be made with the consent of both members.

4.3 Distributions: Distributions of the Company's profits, losses, and other distributions shall be made equally to the members unless otherwise agreed upon.

**Article V: Accounting and Records**

5.1 Books and Records: The Company shall maintain complete and accurate books and records of the Company's business and affairs as required by the Florida Revised Limited Liability Company Act (Chapter 605 of the Florida Statutes).

5.2 Fiscal Year: The fiscal year of the Company shall be the calendar year.

**Article VI: Dissolution and Winding Up**

6.1 Dissolution: The Company shall be dissolved upon the occurrence of any of the following events:

-The agreement of both members.

-The entry of a decree of judicial dissolution under Section 605.0702 of the Florida Statutes.

6.2 Winding Up: Upon dissolution, the Company shall wind up its affairs and the Managers shall take full account of the Company's assets and liabilities and shall liquidate the assets as promptly as is consistent with obtaining the fair value thereof and shall apply and distribute the proceeds therefrom as provided in Section 605.0707 of the Florida Statutes.

**Article VII: Miscellaneous**

7.1 Governing Law: This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

7.2 Dispute Resolution: Any dispute arising under or related to this Agreement, or the business of the Company shall be resolved by the courts of the State of Florida, and the members hereby consent to the jurisdiction of such courts.

7.3 Amendments: This Agreement may be amended only by a written agreement signed by both members.

7.4 Severability: If any provision of this Agreement is determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of any other part or provision of this Agreement.

**Signatures**

IN WITNESS WHEREOF, the undersigned have executed this Operating Agreement as of the date first above written.

Cynthia N Hernandez, Member and Manager

Alfredo Hernandez, Member and Authorized Member

Legal Foundation

This Operating Agreement is governed by the Florida Revised Limited Liability Company Act (Chapter 605 of the Florida Statutes). It outlines the essential elements required by law, including management structure, decision-making processes, and dispute resolution mechanisms.

By adhering to the provisions in the Florida LLC Act, this Agreement ensures that the Company operates within the legal framework of the state, providing clear guidelines for the management and operation of Golden Chemical USA LLC.

GOLDEN CHEMICAL USA LLC