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Division of Corporations

Florida Department of State

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FLORIDA LIMITED LIABILITY CO.  
ASTRANEST LLC

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850-617-6381 6/12/2024 9:24:56 AM PAGE 1/001 Fax Server



June 12, 2024

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
LEGALINC CORPORATE SERVICES INC.  
SUBJECT: ASTRANEST LLC  
REF: W24000088606

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

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If you have any further questions concerning your document, please call (850) 245-6052.

Rickey L Richardson  
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## ASTRANEST LLC

June 5, 2024

To: Florida Department of State  
Division of Corporations

RE: ASTRANEST LLC (#L23000315287)

To whom it may concern:

Please be informed that the above named company has no intentions of revoking the dissolution.  
We are hereby releasing the name for use to another entity.

Sincerely,

  
Gladys M Diaz-Jourdain Manager

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## ARTICLES OF ORGANIZATION

OF

ASTRANEST LLC

Pursuant to the Florida Revised Limited Liability Company Act, the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

### Article I

#### Name

The name of the limited liability company is Astranest LLC.

### Article II

#### Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

### Article III

#### Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The Company shall have the power to issue one or more classes of Membership Interests having various rights, preferences, privileges and restrictions thereof.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section in the same manner as an original Member.

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**Article IV**  
**Registered Agent and Office**

The address of the initial Registered Office of the Company is 1510 Madrid Street, Coral Gables, FL 33134 and the name of its initial Registered Agent at such address is Gladys M. Diaz-Jourdain.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 300 South Biscayne Blvd., Unit 3412, Miami, FL 33131.

**Article VI**  
**Organizer**

The name and address of the organizer is Stewart A. Merkin, Esq., 4450 Lake Road, Miami, FL 33137.

**Article VII**  
**Purpose And Power**

The Company shall be formed for the purpose of acting as a registered real estate broker in the state of Florida and shall have unlimited power to engage in and to do any lawful act concerning such purpose under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company shall be member-managed. The names and addresses of the Managers are as follows:

Anil Kaul  
300 South Biscayne Blvd., Unit 3412  
Miami, FL 33131

Gladys M. Diaz-Jourdain  
1510 Madrid Street  
Coral Gables, FL 33134

Ray L. Jourdain  
1510 Madrid Street  
Coral Gables, FL 33134

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**Article IX**  
**Indemnification**

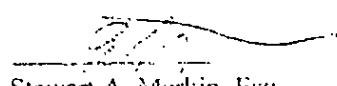
The Company shall indemnify any Member and/or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Officer in the event of (i) a breach of such Member and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Officer is proper in the circumstances because such Member and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article X**  
**Amendment Of Articles of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated: May 22, 2024

  
Stewart A. Merkin, Esq.  
Authorized Representative of Members

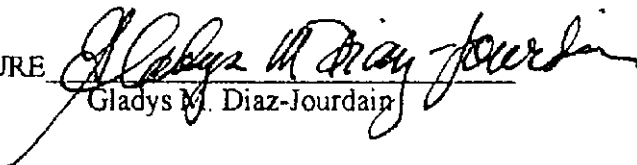
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ACCEPTANCE OF REGISTERED AGENT

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 OF 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.

SIGNATURE

  
Gladys M. Diaz-Jourdain

DATE: May 30, 2024

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