



ACCOUNT NO. : 071100000032

REFERENCE : 730651 39950

AUTHORIZATION :

*Patricia Piggitt*

COST LIMIT : \$ 337.50

ORDER DATE : November 8, 1995

ORDER TIME : 11:01 AM

ORDER NO. : 730651

300001632033

CUSTOMER NO: 39950

CUSTOMER: Toni Clark, Legal Assistant  
KELLEY DRYE & WARREN

2400 Miami Center  
201 S. Biscayne Boulevard  
Miami, FL 33131-2399

DOMESTIC FILING

NAME: FERNANDO QUINTANA GALLERIES,  
L.C.

☒ ARTICLES OF ORGANIZATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

95 NOV - 8 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 NOV - 8 PM 3:28

FILED

T. BROWN NOV - 8 1995

**ARTICLES OF ORGANIZATION  
OF  
FERNANDO QUINTANA GALLERIES, L.C.**

FILED  
95 NOV -8 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I. NAME**

The name of the limited liability company shall be FERNANDO QUINTANA GALLERIES, L.C. (the "Company"). The mailing address and the street address of the principal office of Company in Florida shall be 3200 Ponce de Leon Boulevard, Coral Gables, Florida, 33134.

**ARTICLE II. DURATION**

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III. PURPOSES AND POWERS**

The general purposes for which the Company is organized are to conduct the business of a fine arts gallery and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Ignacio E. Sánchez, Kelley Drye & Warren, Suite 2400, 201 South Biscayne Blvd., Miami, Florida 33131.

**ARTICLE V. ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the

Company and upon such 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 regulations 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 the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VI. TERMINATION OF EXISTENCE

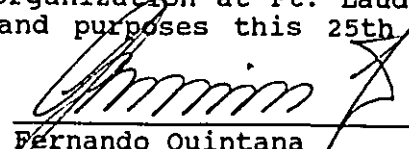
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Fernando Quintana	3200 Ponce de Leon Boulevard Coral Gables, Florida 33134
Paula Quintana	3200 Ponce de Leon Boulevard Coral Gables, Florida 33134
Francisco Quintana	3200 Ponce de Leon Boulevard Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ft. Lauderdale, Florida, for the foregoing uses and purposes this 25th day of October, 1995.

  
Fernando Quintana

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME personally appeared Fernando Quintana, known to me to be an organizer of the above limited liability company or who has produced he is personally known (type of identification) as identification and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 25<sup>th</sup> day of October, 1995.

Miriam Nacore

*Miriam Nacore*  
Notary Public, State of Florida  
Commission No. CC 409819  
My Commission expires 4/26/98

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**  
**FERNANDO QUINTANA GALLERIES, L.C.**

STATE OF FLORIDA     )  
                              )   SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day personally appeared Fernando Quintana, who being by me first duly sworn, on oath, deposes and says as follows that:

He is one of the managing members of Fernando Quintana Galleries, L.C., a Florida limited liability company (the "Company") that has at least two members and has reserved management to the members.

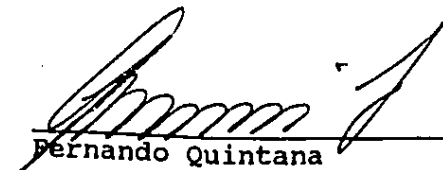
The members of the Company, along with their respective projected maximum capital contributions and percentage interests, are as follows:

<u>Member</u>	<u>Contribution</u>	<u>Percentage</u>
Fernando Quintana	\$148,800.00	98
Paula Quintana	100.00	1
Francisco Quintana	100.00	1
Total maximum projected	\$150,000.00	100

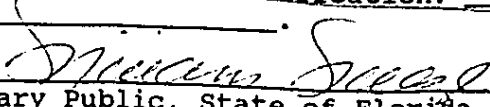
To date, the members have proportionately contributed approximately 50% of their maximum projected capital contributions as set forth above.

FURTHER AFFIANT sayeth not.

STATE OF FLORIDA     )  
                              )   SS  
COUNTY OF DADE     )

  
Fernando Quintana

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 1995 by Fernando Quintana who is known to me or has produced the following type of identification: \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
Miriam Necuzzi  
Printed Name of Notary Public

Commission No. 02409819

Commission Expires 9/26/98

FILED  
95 NOV -8 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of FERNANDO QUINTANA GALLERIES, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.

  
IGNACIO E. SANCHEZ  
Registered Agent

## MIA02/CLART/NECUM/184953.51 (506985/0001)

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

96 MAR 20 PM 11:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE**  
**\$ 238.75**

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1. Name and Mailing Address  
of Limited Liability Company

**DOCUMENT # L95000000860**

FERNANDO QUINTANA GALLERIES, L.C.  
3200 PONCE DE LEON BLVD.  
CORAL GABLES FL 33134

1a. Principal Place of Business Address

3200 PONCE DE LEON BLVD.  
CORAL GABLES FL 33134

SAME

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

11/08/1995

3a. State of Formation

FL

4. FEI Number

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ **Stay Active - No Fee Required** ☐

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

SANCHEZ, IGNACIO E  
KELLEY DRYNE & WARREN  
201 S. BISCAYNE BLVD., SUITE 2400  
MIAMI FL 33131

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

**FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(If Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-registering)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MEM QUINTANA, FERNANDO

3200 PONCE DE LEON BLVD.

CORAL GABLES FL

MEM QUINTANA, PAULA

3200 PONCE DE LEON BLVD.

CORAL GABLES FL

MEM QUINTANA, FRANCISCO

3200 PONCE DE LEON BLVD.

CORAL GABLES FL

*[Handwritten Signature]*  
3/20/96

900001757969  
-03/26/96-- 01123--010  
\*\*\*\*238.75 \*\*\*\*238.75

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

*[Handwritten Signature]* Fernando Quintana

3/15/96

(305) 444-6331

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #