

# L98000000705

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002537803--2

-05/28/98-01001-017

\*\*\*285.00 \*\*\*285.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LACS FOOD LIMITED

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

## NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

## AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

## OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

## REGISTRATION/ QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1998

LAZARUS

TALLAHASSEE, FL

SUBJECT: LACS FOOD LIMITED  
Ref. Number: W98000012135

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 AM 11:49

We have received your document for LACS FOOD LIMITED and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED the \$285.00 fee.

The word "LIMITED" by itself is NOT an acceptable suffix. You may use "LIMITED COMPANY" or you may use the abbreviations "L.C." or "L.L.C."

Article VI must state TWO addresses. It must state the street address of the PRINCIPAL OFFICE of the company. And then it must state the company's MAILING ADDRESS. Both addresses can be the same address, but the Article must state that. The phrase "post office address of the principal office" is NOT ACCEPTABLE.

Articles VII and VIII indicate that the company shall be managed by a MANAGER or MANAGERS. You must state the NAMES and STREET ADDRESSES of the initial MANAGER or MANAGERS.

Item 3 on the AFFIDAVIT indicates that \$10,000.00 in property has been contributed by the members. When property is contributed, you must attach a BRIEF DESCRIPTION of the property. This description can be VERY BRIEF.

Please ALSO NOTE that Item 1 on the Affidavit indicates that \$10,000.00 in cash has been contributed, and Item 2 indicates \$10,000.00 in property has been contributed. If both amounts are correct, the figure in Item 4 should be at least \$20,000.00. But perhaps the amount in Item 2 is NOT correct. Please correct as appropriate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 098A00029888

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98 MAY 29 AM 11:49

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98 MAY 29 AM 11:49

ARTICLES OF ORGANIZATION

OF

LACS FOOD L.L.C.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is LACS FOOD L.L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

MEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE IV

INITIAL AND AUTHORIZED CAPITAL

The amount of capital with which this Limited Liability Company will begin

business is not less than \$100, to be contributed as set out in Article X. The authorized capital shall be \$10,000.00 but may be increased by amending these articles as provided in article X.

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98 MAY 29 AM 11:49

#### ARTICLE V

##### TERM OF EXISTENCE

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

#### ARTICLE VI

##### ADDRESS

The initial post office address of the principal office of this Limited Liability Company in the State of Florida is 2091 Coral Way, Miami, Fl. 33145. The Board of Managers may from time to time move the principal office to another address in Florida. The mailing address is: 2091 Coral Way, Miami, Fl. 33145

#### ARTICLE VII

##### MANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the stockholders, but shall never be less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

#### ARTICLE VIII

##### INITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

Luis Paz	2091 Coral Way Miami, Fl. 33145	33.33%	3,333.33
Agustin Paz	2091 Coral Way Miami, Fl. 33145	33.33%	3,333.33
Sofia Hernandez	2091 Coral Way Miami, Fl. 33145	33.33%	3,333.33

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DIVISION OF CORPORATIONS  
98 MAY 29 AM 10:13

#### ARTICLE IX

##### ORIGINAL MEMBERS

The name and post office address of the original members of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

<u>Name</u>	<u>Address</u>	<u>Ownership</u> <u>%</u>	<u>Consideration</u>
Luis Paz	2091 Coral Way Miami, FL 33145	33.33%	\$3,333.33
Agustin Paz	2091 Coral Way Miami, FL 33145	33.33%	\$3,333.33
Sofia Hernandez	2091 Coral Way Miami, FL 33145	33.33%	\$3,333.33

#### ARTICLE X

##### AMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

#### ARTICLE XI

##### REGISTERED OFFICE AND REGISTERED AGENT

That LACS FOOD L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the Limited Liability Company shall be at 101 Madeira Ave., Coral Gables, Fl 33134.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this \_\_\_\_ day of \_\_\_\_\_, 1998.

LUIS PAZ

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 AM 11:49

STATE OF FLORIDA )

SS:

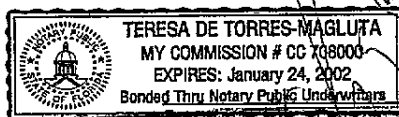
COUNTY OF MIAMI-DADE )

PERSONALLY appeared before me, Luis Paz who produced passport identification or if blank is personally known to me to be one of the original members to the forgoing Articles of LACS FOOD L.L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 22<sup>nd</sup> day of May, 1998.

Teresa de Torres Magluta  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires



STATE OF FLORIDA )

SS

COUNTY OF MIAMI-DADE )

PERSONALLY appeared before me, Augustin Paz, who produced passport identification or if blank is personally known to me to be one of the original members to the forgoing Articles of LACS FOOD L.L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 22<sup>nd</sup> day of May, 1998.

Teresa de Torres Magluta  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires



Sofia Hernández  
Sofia Hernández

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 AM 11:49

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF MIAMI-DADE)

Passport PERSONALLY appeared before me, Sofia Hernández who produced identification or if blank is personally known to me to be one of the original members to the forgoing Articles of LACS FOOD L.L.C., who being by me first duly sworn, acknowledges that she signed the same for the purposed therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 22<sup>nd</sup> day of May, 1998.

Teresa de Torres Magluta  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

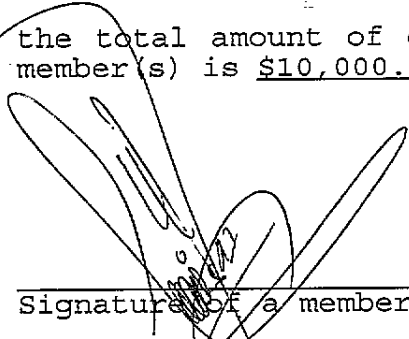




AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of L.L.C., deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$10,000.00.
3. if any, the agreed value of property other than cash contributed by member(s) is 0. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amount from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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DIVISION OF CORPORATIONS  
98 MAY 29 AM 11:19

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That Lacs Food L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Dade, State of Florida, has named Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Registered Agent

Date 5/22/08

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