

L98000008357



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : Q72100000032

REFERENCE : 071284 8437A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

00789-01117-02746-00671

ORDER DATE : December 18, 1998

W98-28473

ORDER TIME : 12:0 PM

ORDER NO. : 071284-010

CUSTOMER NO: 8437A

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR, WOODBRIDGE, REUS &
BAUR, WOODBRIDGE, REUS &
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 AM 11:25

DOMESTIC FILING

NAME: HANSEN DESIGN, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

Name	
Availability	MAH
Document Examiner	MAH
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Updater Verifier	MAH
Acknowledgement	MAH
vv. P. Verifier	MAH

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 21, 1998

CSC

RESUBMIT

Please give original
date as file date.

SUBJECT: HANSEN DESIGN, L.C.
Ref. Number: W98000028473

We have received your document for HANSEN DESIGN, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00059754

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
HANSEN DESIGN L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is HANSEN DESIGN, L.C. (the "Company").
2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Baur, Woodbridge, Reus & Klein, P.A., Attn: Alexander Reus, Esq. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the sole member is as follows: J. Hansen GmbH: \$1000.00. No additional contributions have been agreed upon.
7. **Additional Members.** The member shall have the right to admit additional members to the Company by majority vote of members at the time of admission.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The business of the Company shall be managed by its member in proportion to its contribution to the capital of the Company as adjusted from time to time.

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properly to reflect any additional contributions or withdrawals by the member or any additional members. The name and address of the initial managing member are as follows:

Name

Address

J. Hansen GmbH

Graditzer Strass 85e
D-50735 Koeln
Germany

10. Regulations and Operating Agreement. At the time of executing these Articles of Organization, the member of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member of this Company (or, subsequently, members, as the case may be, if decided by majority vote). The members of the Company if more than one also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company.

11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members, subject, however, to the terms of any members agreement governing such transfer of interest.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Amendments. These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 15th day of December, 1998.

J. Hansen GmbH, a German limited company:

By:

Josef Muchlegger, Geschäftsführer

FEDERAL REPUBLIC OF GERMANY
LAND NORDRHEIN-WESTFALEN
CITY OF BONN
EMBASSY OF THE UNITED STATES OF AMERICA

COUNTRY OF
~~XXXXXXXXXX~~

~~XXXXXX~~

)
) SS:
)

FEDERAL REPUBLIC OF GERMANY
LAND NORDRHEIN-WESTFALEN
CITY OF BONN
EMBASSY OF THE UNITED STATES OF AMERICA

The foregoing instrument was acknowledged before me this 15th day of December 1998, 1998, by Josef Muchlegger, as president of J. Hansen GmbH, a Germany limited company, member of HANSEN DESIGN, L.C., a Florida Limited Liability Company.

☐ He is personally known to me.

☒ He has produced identification.

Type: German passport No. 5233394931

and ☒ did / ☐ did not take an oath.

~~NOTARY PUBLIC~~

Brook E. Helright
Vice Consul

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Hansen Design L.C.

2. The name and the Florida street address of the registered agent and office are:

Alexander Reus, Esq.

(Name)

Baur, Woodbridge, Reus & Klein, P.A.

100 N. Biscayne Blvd., 21st Fl.

Florida street address (P.O. Box NOT ACCEPTABLE)

Miami

FL 33132-2306

City/State/Zip

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 as 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)

Filing Fee: \$ 35 for Designation of Registered Agent

FEDERAL REPUBLIC OF GERMANY
LAND NORDRHEIN-WESTFALEN
CITY OF BONN
EMBASSY OF THE UNITED STATES OF AMERICA

AFFIDAVIT

~~COUNTRY OF GERMANY~~)

) SS:

~~CITY OF KOELN~~)

BEFORE ME, the undersigned authority, personally appeared Josef Muehleger, residing in Koeln, Germany, who is President of J. Hansen GmbH, and who, having been first duly sworn, deposes and says:

1. Affiant is President of J. Hansen GmbH, a representative of Hansen Design, L.C., a Florida limited liability company in formation (the "Company").

2. The Company has one (1) member.

3. The total amount of cash initially contributed to the Company by each member is as follows:

J. Hansen GmbH

\$1000.00

4. Property other than cash has not been contributed to the Company by the members.

5. No additional contributions have been agreed upon.

This affidavit is made and given by affiant as representative of Hansen Design, L.C., the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANT SAYETH NAUGHT.

J. Hansen GmbH, a German limited company:

By: _____

Josef Muehleger, President

The foregoing instrument was acknowledged before me this 15th day of December 1998, 1998, by JOSEF MUEHLEGER, as President of J. Hansen GmbH, a German limited company, representative of Hansen Design, L.C., a Florida Limited Liability Company, who presented German passport No. 5233394931

As identification and did ~~not~~ take an oath

~~NOTARY PUBLIC~~

Brook E. Heffright
Notary Public