

L99000002661

Charter Number Only

Alan R. Flecht

Requestor's Name

2670 NE 215th

Address

Miami FL 33180

City

State

ZIP

Phone

1441B

CORPORATION(S) NAME

VALIDATION ONLY

500002870905--8

-05/11/99-01036-015

***337.50 ***337.50

DIAN LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 11 AM 11:00

FILED

() Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

(X) Limited Partnership L.C

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

() Certified Copy

() Photo Copies

() Certificate Under Seal

Name

Availability

(X) Walk In

() Call If Problem

() After 4:30

() Will Wait

(X) Pick Up

() Mail Out

Document

Examiner

DCC

Availability

Examiner

DCC

Updater

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Verifier

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Verifier

Acknowledgement

DCC

W. P. Verifier

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W. P. Verifier

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7 pages



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
JIAN, LLC
A LIMITED LIABILITY COMPANY**

**ARTICLE 1
NAME**

The name of this limited liability company is **JIAN, LLC**, referred to in these Articles of Organization as the "**Company**."

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The mailing address and the street address of the principal office of the **Company** is 13300 Old Cutler Road, Miami, FL 33156, and the street address of the **Company's** initial registered office is 2670 N. E. 215th Street, Miami, Florida 33180, and the initial Registered Agent at that address is Alan R. Hecht.

**ARTICLE 3
DURATION**

The existence of the **Company** shall be perpetual.

**ARTICLE 4
PURPOSE AND POWERS**

Subject to the laws of the State of Florida regarding Limited Liability Companies, the **Company** may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The **Company** shall have all of the powers vested in a company organized under and existing by virtue of the laws of the State of Florida.

Prepared by: Alan R. Hecht, Esq., 2670 N.E. 215 St., Miami, FL 33180, (305) 933-1441, FI Bar #186813

Law Offices of Alan R. Hecht, 2670 N. E. 215th Street/ Miami, FL 33180/ Tel. (305) 933-1441/ Fax (305) 935-2041

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ARTICLE 5
MANAGEMENT BY MANAGERS

The **Company** will be managed by a management committee, consisting of two (2) Managers. Each Manager will be elected annually by the Members

ARTICLE 6
IDENTIFICATION OF MANAGERS

The name and street address of the Managing Members of the **Company** who shall hold office for the first year of the **Company's** existence or until such person's successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Luigi Gallegos	13300 Old Cutler Road Miami, FL 33156
Alba Bedoya	1440 S.W. 104 th Avenue Pembroke Pines, FL 33025

ARTICLE 7
CONTRIBUTIONS

- 7.1 Contributions Made** The Members in the aggregate have contributed to the **Company** the sum of \$500.00.
- 7.2 Contributions Promised.** The Members have not promised to make any additional cash and real and personal property contributions to the **Company**.

ARTICLE 8

ADMISSION OF NEW MEMBERS

- 8.1 New Members Who Acquire Their Membership Interests From the Company.** The Manager Members may admit new Members on whatever terms the Managers see fit. No current Member has any preemptive rights.
- 8.2 New Members Who Acquire Their Membership Interests From a Current Member.** No Member may transfer the Member's complete membership interest, or any rights to participate in the management of the **Company**, without the written consent of a majority in interest of the other Members and the Managers. If the Members and Managers give the required consent, the transferee is admitted to membership in the **Company**. If the Members do not give the required consent, the transferee does not become a Member and has no right to participate in the management of the company.

ARTICLE 9

DISSOLUTION

- 9.1 Dissolution Upon the Occurrence of Specified Events.** The **Company** shall be dissolved and liquidated upon the occurrence of any of the following events:
- 9.1.1 Any affirmative vote of all the Members and the Managers to terminate the **Company**;
 - 9.1.2 Any other event that would cause a dissolution under the Florida Limited **Company** law.
- 9.2** The retirement, death, resignation, expulsion, bankruptcy, dissolution or liquidation of a Member shall not dissolve the **Company**, nor shall the transfer of a Limited **Company** interest dissolve the **Company**.
- 9.3** Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the **Company** shall not terminate until the assets have been distributed.
- 9.4** The winding up of **Company** affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managers or, in the event the Managers are unable or unwilling to act, by a trustee named by them prior to such event. The Managers or the Trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the **Company**.
- 9.5** Except for prior amendment to this section, no act by the **Company** or its Members can avoid that

dissolution.

9.6 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

9.6.1 Dissociation Defined. "Dissociation of a Member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a Member's continued membership in the Company.

9.6.2 Means of Avoiding Dissolution Following Member Dissociation. In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a Member if, within Ninety (90) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining Members. The consent may be by vote, at a properly called Member meeting, or in writing.

ARTICLE 10

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

Executed this ____ day of May, 1999.

LUIGI GALLEGOS, a Member


LUIGI GALLEGOS

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

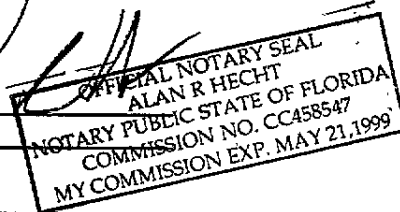
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99 MAY 11 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 6 day of May, 1999, by **LUIGI GALLEGOS**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☐, did not ☐, take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.

(Printed Name of Notary)

Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with § 48.091, and § 608.407, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

JIAN, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida, hereby designates Alan R. Hecht, as it's Registered Agent and 2670 N.E. 215th Street, Miami, Florida 33180 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named **Company**, I hereby agree to act in such capacity for such **Company** at its registered office.



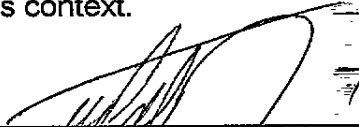
Alan R. Hecht
(REGISTERED AGENT)

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **LUIGI GALLEGOS**, a Managing Member of **JIAN, LLC**, and a person authorized by the Members to execute this Affidavit, who being by me first duly sworn, on oath, deposes and says:

1. That he is a person authorized by the Members to execute this Affidavit.
2. That **JIAN, LLC** presently has two Members, the undersigned, and Alba Bedoya.
3. That the amount of capital contribution contributed to **JIAN, LLC** is \$500.00. No properties are being contributed and no additional amount of money is anticipated.
4. The Affiant further states that he is familiar with the nature of an oath; and with the penalties as provided by the laws of the State aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to him, the full facts of this affidavit, and understands its context.

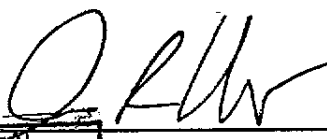


LUIGI GALLEGOS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6 day of May, 1999, by **LUIGI GALLEGOS**, who is ☒ personally known to me as the person described in and who executed the foregoing or ☐ who has produced _____ as identification, and who did ☐, did not ☐, take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Aventura, Florida, the day and year first written above.



OFFICIAL NOTARY SEAL
ALAN R. HECHT
(Printed Name of Notary)
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC458547
MY COMMISSION EXP. MAY 21, 1999
Serial Number of Notary
Notary Public, State of Florida
My Commission Expires:

This Instrument prepared by: