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(Business Entity Name)

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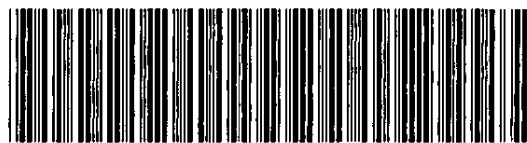
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JUL - 6 2012

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL - 3 PM 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: POSIDIVA MANAGEMENT LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANGELA BADOLATO

Name of Person

POSIDIVA MANAGEMENT LLC

Firm/Company

7918 CHATEAU DR S

Address

JACKSONVILLE FL 32221

City/State and Zip Code

angelabadolato@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angela Badolato at (321) 9474067

Name of Person

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☒ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUL -3 PM 2 21

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. POSIDIVA MANAGEMENT, -L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. TEXAS 3. 20-3857923
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12-06-2005 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 01-01-2012
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 15455 N Dallas Parkway Ste 600 Addison TX 75001
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Angela Badolato 7918 Chateau Dr S Jacksonville FL 32221

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Real Estate Investment, Property Rehab and maintenance, Note Sales

Angela Badolato
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Angela Badolato
Typed or printed name of signee

FILED
STATE
SECRETARY OF CORPORATIONS
JUL - 8 PM 2:21

**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:

POSIDIVA MANAGEMENT LLC

If unavailable, the alternate to be used in the state of Florida is:

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

FERRIS J. ANDERSON

(Name)

7918 Chateau Dr S

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

JACKSONVILLE

FL 32221

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 as provided for in Chapter 608, Florida Statutes.

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for Posidiva Management, L.L.C. (file number 800579653), a Domestic Limited Liability Company (LLC), was filed in this office on December 06, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 12, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

**ARTICLES OF ORGANIZATION
OF
POSIDIVA MANAGEMENT, L.L.C.**

FILED
In the Office of the
Secretary of State of Texas
DEC 06 2005

Corporations Section

The undersigned, natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Limited Liability Company.

**ARTICLE ONE
Name**

1.01 The name of the Limited Liability Company is Posidiva Management, L.L.C.

**ARTICLE TWO
Duration**

2.01 The period of its duration is fifty (50) years from the date of the filing of these Articles of Organization with the Secretary of State or until the earlier dissolution of the Limited Liability Company in accordance with the provisions of its regulations.

**ARTICLE THREE
Purpose**

3.01 The purpose for which the Limited Liability Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Texas Limited Liability Company Act, including but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

**ARTICLE FOUR
Powers**

4.01 The Limited Liability Company shall have the powers provided for a limited liability company under the Texas Limited Liability Company Act.

**ARTICLE FIVE
Consideration for Membership**

5.01 The Limited Liability Company will not commence business until it has received for the issuance of its certificates of membership interest consideration consisting of money, labor done, a promissory note, or property received in such amount as shall be determined by the Managers.

**ARTICLE SIX
Voting of Membership Interests**

6.01 On each matter on which the members are entitled to vote, a member will have one (1) vote or a fraction of one vote for each one percent of membership interest or fraction thereof owned by the member.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

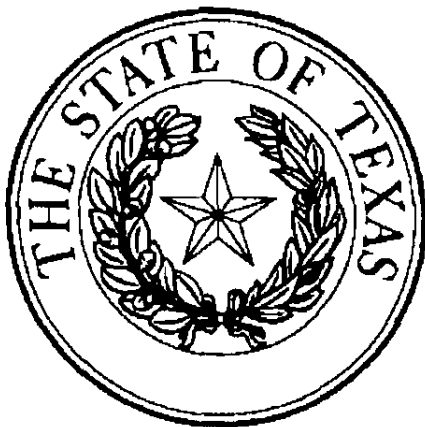
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Posidiva Management, L.L.C.
Filing Number: 800579653

Articles of Organization

December 06, 2005

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 12, 2012.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

6.02 Cumulative voting is not allowed.

6.03 Preemptive rights do not exist.

ARTICLE SEVEN
Initial Registered Office and Agent

7.01 The street address of the initial registered office of the Limited Liability Company is 15455 North Dallas Pkwy., Ste. 600, Addison, Texas 75001, and the name of its initial registered agent at such address is Carlina Levy. The address of the principal place of business is 15455 North Dallas Pkwy., Ste. 600, Addison, Texas 75001.

ARTICLE EIGHT
Managers

8.01 The Limited Liability Company shall be managed by a manager or managers. The number of initial Managers is one (1), and the name and address of the persons who are to serve as Manager until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

NAME

Angela Badolato

ADDRESS

1403½ North Ferncreek Ave.
Orlando, Florida 32803

ARTICLE NINE
Organizer

9.01 The name and address of the organizer are:

NAME

William E. Johnson III

ADDRESS

3141 Hood St., Ste. 650
Dallas, Texas 75219

ARTICLE TEN
Regulations

10.01 The initial Regulations will be adopted by the Managers.

10.02 The powers to alter, amend, or repeal the Regulations or to adopt new Regulations is vested in the Managers, subject to repeal or change by action of the Members.

ARTICLE ELEVEN
Indemnification

11.01 To the full extent permitted by Texas law, no Manager of the Limited Liability Company shall be liable to the Limited Liability Company or its members for monetary damages for an act or omission in such Manager's capacity as a Manager of the Limited Liability Company, except that this Article does not eliminate or limit the liability of a Manager to the extent the Manager is found liable for (i) a breach of the Manager's duty of loyalty to the Company or its members; (ii) an act or

omission not in good faith that constitutes a breach of duty of the Manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Manager received an improper benefit whether or not the benefit resulted from an action taken within the scope of the Manager's office; or (iv) an act or omission for which the liability of a Manager is expressly provided by an applicable statute.

11.02 Any repeal or amendment of this Article by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of a Manager of the Company existing at the time of such repeal or amendment.

11.03 In addition to the circumstances in which the Manager of the Company is not liable as set forth in the preceding sentences, the Manager shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a Manager or of a director of a corporation.

11.04 The foregoing elimination of the liability to the Limited Liability Company or its members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a Manager may be entitled under any other provision of the Articles of Organization or the Regulations of the Limited Liability Company, contract or agreement, vote of Members and/or disinterested Managers or the Limited Liability Company, or otherwise.

ARTICLE TWELVE

Action of Members by Written Consent

12.01 Any action required by the Texas Limited Liability Company Act, and any amendments thereto, to be taken at any annual or special meeting of Members of the Limited Liability Company, or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Texas Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

12.02 Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

ARTICLE THIRTEEN

Restriction on Transfer in Regulations

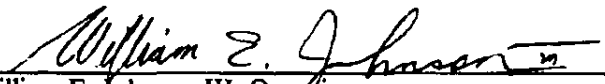
13.01 The membership interests of the Limited Liability Company will be subject to such restrictions on transferability as shall be set out in the Regulations of the Limited Liability Company.

13.02 The Limited Liability Company will provide a copy of the Regulations without charge to any record holders of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

ARTICLE FOURTEEN
Amendments

14.01 These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law if approved by the affirmative vote of members owning a two-thirds ($\frac{2}{3}$) interest of all of the membership interests in the Company then outstanding.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of November, 2005.



William E. Johnson III, Organizer