

K14000002598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

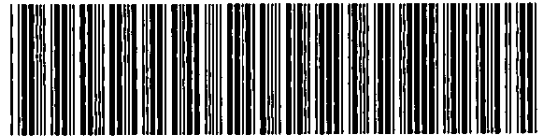
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MD 6/17

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** JPS International Corporation

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William D. Sanders III

Name of Person

JPS International Corporation

Firm/Company

346 Fern Cliff Ave

Address

Temple Terrace FL, 33617

City/State and Zip code

dave.sanders@jps-technologies.com

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

For further information concerning this matter, please call:

William D. Sanders III at ( 202 ) 680-9017

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee     \$78.75 Filing Fee & Certificate of Status     \$78.75 Filing Fee & Certified Copy     \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. **JPS International Corporation**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

**JPS Properties Corporation**

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Republic of Panama** 3. **98-1171798**

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **March 17, 2014** 5. **Perpetual**

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **IPASA Building (3rd Floor) 41st Street and Balboa Avenue, Panama City, Republic of Panama**

(Principal office address)

**346 Fern Cliff Ave, Temple Terrace, FL 33617**

(Current mailing address)

8. **Real-Estate Investment**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **William D. Sanders III**

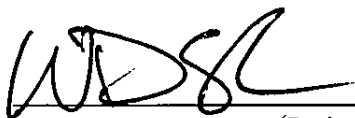
Office Address: **346 Fern Cliff Ave**

**Temple Terrace**, Florida **33617**

(City) (Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: William David Sanders III  
Address: 346 Fern Cliff Ave  
Temple Terrace, FL 33617

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Maryorie Batista Rivas  
Address: IPASA Building (3rd Floor) 41st Street and Balboa Avenue  
Bella Vista District, Panama City, Republic of Panama

Director: Mirta Mojica De Quintero  
Address: PASA Building (3rd Floor) 41st Street and Balboa Avenue  
Bella Vista District, Panama City, Republic of Panama

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

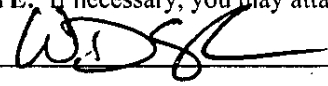
President: William David Sanders III  
Address: 346 Fern Cliff Ave  
Temple Terrace, FL 33617

Vice President: N/A  
Address: \_\_\_\_\_

Secretary: William David Sanders III  
Address: 346 Fern Cliff Ave, Temple Terrace, FL 33617

Treasurer: William David Sanders III  
Address: 346 Fern Cliff Ave, Temple Terrace, FL 33617

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that 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.

14. William D. Sanders III, President, JPS International Corporation  
(Typed or printed name and capacity of person signing application)

OFFICIAL TRANSLATION

REPUBLIC OF PANAMA  
PROVINCE OF PANAMA

FOURTH NOTARY OF CIRCUIT OF PANAMA

*Licdo. Jaime Eduardo Guillen Anquixola*

FOURTH PUBLIC NOTARY

E-MAIL: guillenjaime33@hotmail.com  
TELEPHONE: 229-1062 / 229-1296  
P.O. BOX 0823-05839, Rep. of Panama

Address: 90, Lourdes Street, Via España,  
Plaza Kamelia Building  
( Besides the Public Registry)

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CLERK OF THE COURT  
FALLAHASSEE, FLORIDA

COPY OF DEED No. 5,645 OF 17 OF MARCH OF 2014

WHEREBY:

THE ARTICLES OF INCORPORATION OF THE COMPANY DENOMINATED  
JPS INTERNATIONAL CORPORATION ARE PROTOCOLIZED

POLS

(The seal of the Fourth Notary Public of the Circuit - Republic of Panama has been stamped on this and all subsequent pages.)

PUBLIC DEED NUMBER FIVE THOUSAND SIX HUNDRED FORTY FIVE ----- (5.645) -----  
WHEREBY the Articles of Incorporation of the Company denominated **JPS INTERNATIONAL CORPORATION** are protocolized -----

Panama, March 17, 2014-----

In the City of Panama, Capital of the Republic of Panama and Head of the Notary Circuit of the same name, on the seventeenth (17th) day of the month of March of the year two thousand fourteen (2014), before me, **JAIME EDUARDO GUILLEN ANGUIZOLA**, FOURTH PUBLIC NOTARY OF THE CIRCUIT OF PANAMA, holder of the personal identification card number eight - three hundred and fifty nine - three hundred and seventy five (8-359-375), personally appeared before me the following persons, whom I know, **MIRTA MOJICA DE QUINTERO**, female, Panamanian, married, of legal age, holder of personal identification card number nine - ninety - three hundred and seventy seven (9-90-377) and **MARYORIE BATISTA RIVAS**, female, Panamanian, single, of legal age, holder of personal identification card number eight - eight hundred forty five - four hundred ninety one (8-845-491), submitted to me for its protocolization, which I do in effect protocolize, the Articles of Incorporation of the corporation denominated as **JPS INTERNATIONAL CORPORATION** - The requested protocolization has been made an such copies as the interested parties may request shall be issued. --- Minute prepared and signed by the law firm **PANAMA OFFSHORE LEGAL SERVICES (POLS)**, attorneys at law. The present parties are informed that a copy of this deed shall be presented to the Public Registry for its inscription and read as it was this deed to the present parties before the instrumental witnesses **YIPSA DE BURNETT**, holder of personal identification card six-forty seven-one thousand four hundred and eighty six (6-47-1486) and **FRANKLIN ROSALEZ**, holder of personal identification card eight-seven hundred and seventy six-six hundred and three (8-776-603), both of legal age, Panamanians, residents of this city, who are qualified to exercise the office, they found it in accordance with, they approved it and as evidence they all signed before me, the Notary that I give faith.-----

PUBLIC DEED NUMBER FIVE THOUSAND SIX HUNDRED FORTY FIVE ----- (5.645) -----  
(SIGNED) **MIRTA MOJICA DE QUINTERO** --- **MARYORIE BATISTA RIVAS** --- **YIPSA DE BURNETT** --- **FRANKLIN ROSALEZ**--- **JAIME EDUARDO GUILLEN ANGUIZOLA**, FOURTH PUBLIC NOTARY OF THE CIRCUIT OF PANAMA -----

**ARTICLES OF INCORPORATION OF JPS INTERNATIONAL CORPORATION** -----

Constituted in conformance with the law of Corporations of the Republic of Panama. By the present we subscribe the following Articles of Incorporation: **FIRST: (Denomination)** The name of the corporation is **JPS INTERNATIONAL CORPORATION**. ---**SECOND: (Objectives)** The purpose and objectives of the corporation are to realize, in the republic of Panama or abroad, all or any of the following activities: (a) Establish, develop and exploit all types of investments; (b) Dedicate to the business of offering any type of services, wholesale or retail commerce, buy, sell, distribute, transport, import and export all kinds of articles, merchandise, and assets in general and/or realize investments in every ramification; (c) Buy, sell, exchange, rent, lease, mortgage, consign, encumber, or of any other form divest all kinds of goods, properties, real or personal rights and any kind of stock; and, in so much as being owner of the same, exercise all rights, faculties and privileges as an owner shall have; (d) To take and give money in loan, with or without guarantee and to issue bonds, obligations or assimilated actions to obligations, checks, letters of credit, notes and other commitments in exchange for any loan and guarantee the same with a pledge or mortgage of the total or part of the assets of the company, whether they are real estate properties or goods, or, without any guarantee; (e) Celebrate, execute, accomplish and complete contracts of all kinds for any licit objective, as the same as to bond, aval or of any other form guarantee the celebration and accomplishment of all kinds of obligations, without limit in respect to the quantity, with any person, natural or juridical, firm, association, institution, financial corporation, bank or company whether public or private; (f) Offshore Corporation; and, (g) In general, realize any business or licit activity, civil or commercial, eventual or continuous, whether within or outside of the Republic of Panama, in quality of principal, agent, contractor, professional or other, conjunct or individual. It is expressly declared that the numbered objectives in each paragraph of this clause, shall not be in any way limited or restricted by the reference to, or similar to the terms of any other paragraph or clause, unless the contrary is expressed in said paragraph or clause; and, said objectives may be exercised separately, collectively or in any combination that the Corporation finds to be convenient. -**THIRD: (Capital)** The authorized share capital of the Corporation shall be ten thousand dollars, legal tender of the United States of America (U.S.\$10,000.00); divided into ten thousand (10,000) shares, which will be issued only and exclusively in nominative form, interchangeable one for the other, transferable, fractionable, and with a nominal value of one dollar (U.S.\$1.00) each. ---**FOURTH: (Shares Subscription)** The number of shares each of the subscribers of this Article of Incorporation has convened in taking is one (1) share each one. ---**FIFTH: (Responsibility)** The responsibility of each Shareholder will be limited to the sum, if any, that is owed over its value of shares. ---**SIXTH: (Domicile)** The corporation will have its domicile in the City of Panama, Republic of Panama. ---**SEVENTH: (Resident Agent)** The Resident Agent of the corporation is the legal firm **PANAMA OFFSHORE LEGAL SERVICES (POLS)**, practicing attorneys, with address in IPASA Building, Third (3rd) floor, forty first (41st) Street and Balboa Avenue, Subdivision of Bella Vista, District of Panama, Province of Panama, Republic of Panama. The Resident Agent, by no means is, nor shall be held responsible for any activities of the corporation, nor for the activities of the Directors, Dignitaries, nor for the results and/or effects of the acts, businesses, matters, operations and more so for the attempts and actions that execute or demand an execution and/or realize the corporation previously mentioned through the authorized persons or through any intermediary person; Nor shall the above mentioned persons or companies be held responsible for the civil, criminal, labor, fiscal actions of any other type or nature that executes against the corporation referred to, by any persons or private or public institutions for acts committed by the corporation (being through the persons authorized or intermediary persons) in the operations of its businesses. --- **EIGHTH: (Duration)** The duration of the corporation shall be perpetual. ---**NINTH: (Directors)** a) The number of the first Directors are three (3) and their names and addresses are: -----

**DIRECTOR 1: WILLIAM DAVID SANDERS III**, male, National of the United States of America, of legal age, holder of the passport number four four one four zero two eight six seven (441402867), with address in 346 Fern Cliff Avenue, Temple Terrace, State of Florida, United States of America: -----

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NOTARY PUBLIC  
JALAMAR  
PANAMA

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**DIRECTOR 2: MARYORIE BATISTA RIVAS**, female, Panamanian, single, of legal age, holder of personal identification card number eight – eight hundred forty five – four hundred ninety one (8-845-491); and -----  
**DIRECTOR 3: MIRTA MOJICA DE QUINTERO**, female, Panamanian, married, of legal age, holder of personal identification card number nine – ninety – three hundred and seventy seven (9-90-377), the last two with address in IPASA Building, Third (3rd) floor, forty first (41st) Street and Balboa Avenue, Subdivision of Bella Vista, District of Panama, Province of Panama, Republic of Panama., -----  
b) Unless the by-laws of the Corporation state otherwise, in case of vacancy on the Board of Directors, the majority of the exercising directors can elect the Directors to fill those vacancies. c) In any meeting of the Board of Directors, any Director can be represented and vote by a representative, or representatives (who do not need to be Directors), designated by written document, public or private, with or without substitution power. -----  
**TENTH: (Dignitaries)** The first Dignitaries of the corporation will be: -----  
**PRESIDENT: WILLIAM DAVID SANDERS III**, -----  
**SECRETARY: WILLIAM DAVID SANDERS III**, and -----  
**TREASURER: WILLIAM DAVID SANDERS III**; -----  
**ELEVENTH: (Legal Representative)** The President will be the Legal Representative of the corporation and in his absence can be any of the Dignitaries or Directors. For these effects, the declaration of the dignitary of director to prove to third persons his representation will be enough for him to act as legal representative of the Corporation. -----  
**TWELFTH: (Amendment)** This Corporation reserves the right to amend these Articles of Incorporation, according to the amendments that are approved from time to time, in the form that the law determines now or later, being understood that all the rights conferred to the dignitaries, directors and shareholders in the present, are granted subject to this reserve. In accordance with its original this copy, issued and signed these Articles of Incorporation, on the seventeenth (17th) day of the month of March of the year two thousand fourteen (2014) -----  
(SIGNED) MIRTA MOJICA DE QUINTERO ----- MARYORIE BATISTA RIVAS -----  
Minute prepared and signed by the law firm PANAMA OFFSHORE LEGAL SERVICES (POLS), practicing attorneys, who manifest their consent and acceptance of the position of Resident Agent. -----  
**IN ACCORDANCE WITH ITS ORIGINAL THIS COPY IS EXPEDITED, SEALED AND SIGNED IN THE CITY OF PANAMA ON THE SEVENTEENTH (17TH) DAY OF THE MONTH OF MARCH OF THE YEAR TWO THOUSAND FOURTEEN (2014).** -----  
-----"THIS PUBLIC DEED HAS A TOTAL OF 3 PAGES"-----

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REGISTRY OF PUBLIC DEEDS  
PANAMA

(Seal) (Signed) Jaime Eduardo Guillen Anguizola  
**LIC. JAIME EDUARDO GUILLEN ANGUIZOLA**  
FOURTH PUBLIC NOTARY

**Registered in the Public Registry of Panama**

Province: Panama	Date and Hour: 2014/March/18 14:08:54:6
Volume: 2014	Entry: 0489231
Presenter: ANGEL CEDEÑO	ID#: 8-398-591
Settlement N°: 00001400044274	Registration fee: 60.00
Registered by: GIGO	Seal by: ACELIS

(Signed) (Seal)

Filed at the Technological System of Information  
of the Public Registry of Panama

Department of Mercantile Microfiche No. 828982 Suffix S.A.  
Document Redi No. 2568205 (Seal)  
Registration done Incorporation  
Registration Right \$ 50.00  
Review Right \$ 10.00  
Panama, March 19, 2014  
(Signature)

**PANAMA OFFSHORE LEGAL SERVICES (POLS)**  
English Translation  
Date: March, 2014  
Incorporations Dept.

**THE FOREGOING TEXT IS A LITERAL AND FAITHFUL TRANSLATION OF AN ORIGINAL DOCUMENT IN THE SPANISH LANGUAGE REQUESTED BY THE CLIENT, MARCH, 2014.** -----



APOSTILLE

Convention de la haye du 5 de octobre 1961

1 Pais PANAMÁ.

El presente documento público Willy Chellany

2 ha sido firmado por Willy Chellany

3 quien actua en calidad Traductor

4 y esta revestido del sello/timbre de 1

CERTIFICADO

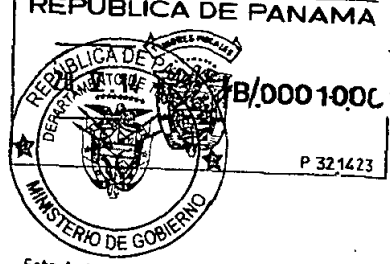
5 EN Panamá \_\_\_\_\_ 5 de 8 MAY 2014

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 30548

9 el sello/timbre de Firm - Prima Cruz

2



Esta Autorización no  
implica responsabilidad  
tenido

FILED  
14 JUN 16 PM 4: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA