

# P00000003289

## ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

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

COUNTRY GARDEN, INC.

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3-

4-

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 JAN 11 PM 1:36  
FILED

- Walk-in
- Pick-up time ASAP
- Certified Copy
- Mail-out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input 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

3000003094939-21  
-01/11/00--01068--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

RECEIVED  
00 JAN 11 PM 1:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

T. SMITH JAN 11 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**COUNTRY GARDEN, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is COUNTRY GARDEN, INC.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is:

1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33184

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**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

**Jorge Sanchez-Galarraga**  
**Suite 301**  
**1313 Ponce de Leon Boulevard**  
**Coral Gables, Florida 33134**

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**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director of this corporation are:

**Jorge Sanchez-Galarraga  
Suite 301  
1313 Ponce de Leon Boulevard  
Coral Gables, Florida 33134**

**Article 7. Incorporator**

The names and addresses of the Incorporators signing these Articles of Incorporation are:

**Jorge Sanchez-Galarraga  
Suite 301  
1313 Ponce de Leon Boulevard  
Coral Gables, Florida 33134**

**Article 8. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

**Article 9. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of

written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**Article 10. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

**Article 11. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**Article 12. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.


IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 7th day of January, 2000.

  
\_\_\_\_\_  
Jorge Sanchez-Galarraga

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, Jorge Sanchez-Galarraga, to me known to be the person, who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 7th day of January, 2000.

  
\_\_\_\_\_  
Susana A. Perez  
Notary Public, State of Florida  
My commission expires



Susana A. Perez  
Commission # 00 851638  
Expires July 5, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Country Garden, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Jorge Sanchez-Galarraga located at 1313 Ponce de Leon Boulevard, Suite 301, Coral Gables, Florida 33134 County of Miami-Dade, State of Florida, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



**JORGE SANCHEZ-GALARRAGA**  
Registered Agent

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00 JAN 11 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA