

P10000074688

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000201547 3)))



H100002015473ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
Smart Ideas, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED

20 SEP 10 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

10 SEP 10 PM 5:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2010 SEP 10 PM 4:00

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
SMART IDEAS, INC.**

I, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, and particularly in compliance with Chapter 607 of the Florida Corporations Law as the same may be amended from time to time, do make and file these Articles of Incorporation in writing and hereby certify:

FIRST: The name of the Corporation (hereinafter called the Corporation) is **SMART IDEAS, INC.**

SECOND: The principal office of the Corporation is located at 548 Escorial Ave. Caparra Heights San Juan, PR 00920 and its mailing address is PO Box 195139, San Juan, PR 00919-5139. The resident agent is **CT CORPORATION SYSTEM**, whose physical address is 1200 South Pine Island Road, Plantation, FL 33324.

THIRD: The nature of the business of the Corporation and objects of purposes to be transacted, promoted or carried on by it are as follows:

(1) To the extent as a corporation organized under the laws of the State of Florida may now or hereafter lawfully do, either as principal or agent, and either alone or through subsidiaries or in connection with, or incident to, the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter organize to do or exercise under the laws of the Commonwealth of Puerto Rico. The Corporation will retain the services of all necessary licensed professionals in order to conduct its business activities, if required.

In furtherance and not limited to the stated purpose:

(A) to enter into, make, perform and carry on contracts of every kind and description, not prohibited by law, with any person, firm, association, corporation or governmental body; and to guarantee the contracts or obligations, and the payment of interest or dividends on securities or any other person, firm, association, corporation or governmental body.

(B) establish and engage in the business of purchasing, processing, engaging in, conducting, selling, carrying on and dealing in goods, wares, and merchandise of every kind, class and description.

(C) to borrow money for any of the purposes of the Corporation from time to time, and without limit as to the amount and to secure the same by mortgage

upon, or the pledge of the properties, assets, business and goodwill of the Corporation, then owned or thereafter acquired.

(D) to acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed upon, and to pay for the same in cash, property or securities of the Corporation, or otherwise, and to conduct the whole or any part of any business thus acquired, subject only to the provisions of the laws of the Commonwealth of Puerto Rico and of any other jurisdiction in which the Corporation is authorized to do business.

(E) to merge into, merge into itself or consolidate with, and to enter into agreements and cooperative relations, not in contravention of law, with any person, firm, association or corporation.

(F) to purchase, or otherwise acquire and to hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities from time to time to such extent and upon such terms as shall be permitted by the laws of the Commonwealth of Puerto Rico; provided, however, that shares of its own capital stock so purchased or held shall not be directly or indirectly voted, nor shall be entitled to dividends during such period or periods as they shall be held by the Corporation.

(G) to make, manufacture, produce, prepare, process, purchase or otherwise acquire, and to hold, own, use, sell, import, export, dispose of or otherwise trade or deal in and with, machines, machinery, appliances, apparatus, goods, wares, products and merchandise of every kind, nature and description.

The foregoing provisions of this Article THIRD shall be construed both as joint purposes and powers, and each as independent purposes and powers. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article THIRD, be in no way limited or restricted by reference to, or inference from, the terms of any provisions of this or any other Article of these Articles of Incorporation.

The Corporation is to be carried on for pecuniary profit.

FOURTH: The Capital Stock of the Corporation shall consist of:

The total number of shares of all classes of stock which the Corporation has authority to issue is one million (1,000,000) shares of Common Stock with a par value of one dollar (\$1.00) each, (hereinafter called "Common Stock").

The following is a description of each class of stock, with the powers, preferences and rights and the restrictions, qualifications and limitations thereof:

A. Common Stock

1. Voting Rights

1. Common Stock: At all times, each holder of Common Stock of the Corporation shall be entitled to one vote for each share of such stock issued in the name of such holder on the books of the Corporation.

2. Restrictions on Transfer:

- a. The shares of Common Stock of the Corporation shall be subject to certain restrictions on its transfer. Accordingly, no holder of Common Stock of the Corporation shall have the right to sell, assign, pledge, transfer or otherwise dispose of any share or any shares of stock of the Corporation without first offering such shares for sale to the persons stated below pursuant to the following terms and conditions:
 1. First, to the Corporation.
 2. Second, to each and every one of the Shareholders in such proportionate amounts as their respective stockholdings bear to the entire stock held by the Shareholders of the Corporation.
 3. To any individual Shareholder who desires to acquire them.
 4. The purchasers of the shares of stock of the Corporation shall satisfy within sixty (60) days, twenty percent (20%) of the sales price of the shares of stock. The remaining eighty percent (80%), shall be satisfied in 24 monthly installments bearing interest at the preferential rate prevailing in the market at the time. In the event that either the Corporation or any of the Shareholders fail to exercise their right to buy, then the seller shall be free to sell its shares to a third party.
 5. Every year the sales price of the shares of Stock shall be fixed by a majority of the holders of the stock of the Corporation.
 6. Each certificate of stock of the Corporation shall contain specific wording to the effect that the stock of the Corporation shall be subject to the above stated restriction on the transfer of the stock of the Corporation.

FIFTH: Minimum Capital Requirement:

The minimum amount of capital with which the Corporation will commence business is one thousand Dollars (\$1,000.00).

SIXTH: The name, physical, and postal address of the incorporator are as follows:

<u>Name</u>	<u>Physical address</u>	<u>Postal address</u>
Carlos A. Ortiz	548 Escorial Ave. Caparra Heights San Juan PR 00920	PO BOX 195139 San Juan PR 00919-5139

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The faculties of the incorporator will end upon the filing of this articles of incorporation and the following persons will act as directors until the first annual meeting of stockholders or until their successor replace them:

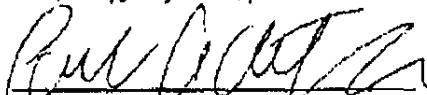
<u>Name</u>	<u>Physical address</u>	<u>Postal address</u>
Carlos A. Ortiz Garcia	548 Escorial Ave. Caparra Heights San Juan PR 00920	POBox 195139 San Juan, PR 00919-5139
Michell Figarella	Same	Same
José Principe	Same	Same

SECRET
STATE
TALLAHASSEE, FLORIDA

2010 SEP 10 PM 4:00

FILED

IN WITNESS WHEREOF, I, the undersigned, being the only incorporator hereinabove named, DO HEREBY SWEAR AND CERTIFY that the facts hereinabove stated are truly set forth and, accordingly have hereunto set my hand at San Juan, Puerto Rico, this 10 day of September of 2010.


Carlos A. Ortiz / Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Signature / Registered Agent
Madonna Cuddihy
Special Assistant Secretary

9-10-10
Date