

# Florida Department of State

Division of Corporations **Electronic Filing Cover Sheet** 

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# FLORIDA PROFIT/NON PROFIT CORPORATION JULIA US, CORP.

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July 27, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: JULIA US, CORP.

REF: W12000039674

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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#### H120001914203

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ARTICLES OF INCORPORATION

**OF** 

GRUPO JULIA, CORP.

12 JUL 26 AMID: 45

## <u>ARTICLE I</u>

The name of this corporation is Grupo Julia, Corp. (the "Corporation").

## **ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

#### **ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is Calle Pablo Iglesias, 84, 08908 L'Hospitalet, Barcelona Spain.

#### **ARTICLE IV**

The capital stock authorized and the characteristics of such stock of the Corporation shall be as follows:

Number of Shares
Authorized

5.000

Class of Stock

Common

#### **ARTICLE V**

The street address of the Corporation's initial registered office is, 515 East Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is NRAI Services, Inc.

#### **ARTICLE VI**

The board of directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director(s) until successors are duly elected and qualified.

The initial director of the Corporation is José Francisco Adell Duacastella.

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#### **ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

#### ARTICLE VIII

The name of the incorporator is Noemi Romero (the "Incorporator"), and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Act has signed these Articles of Incorporation this 26<sup>th</sup> day of July, 2012.

Noemi Romero, Incorporator

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# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Grupo Julia, Corp., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 26th day of July 2012.

NRAI Services, Inc.

By: Assistant Secretary