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**FLORIDA PROFIT/NON PROFIT CORPORATION
175 MANAGER CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****175 MANAGER CORP.****ARTICLE I - NAME**

The name of this corporation is: 175 MANAGER CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually and it shall commence its existence as of the date of subscription and acknowledgment, provided such date is within five days from the date of filing, otherwise, on the date of filing.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock at \$1.00 Par Value and elects to have preemptive rights.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PLACE OF BUSINESS

In accordance with §48.091 Florida Statutes, the street address of the initial registered office of this corporation is 6900 Bird Rd. # 8450 Miami, FL 33155-3709 and the name of the initial registered agent at that address is Antonio Hernandez. The principal place of business of this Corporation shall be 6900 Bird Rd. # 8450 Miami, FL 33155-3709.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or

decreased from time to time in such manners as may be prescribed by the Bylaws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation are:

Antonio Hernandez

6900 Bird Rd. # 8450 Miami, FL 33155-3709

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any directors may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Antonio Hernandez

6900 Bird Rd. # 8450 Miami, FL 33155-3709

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ARTICLE XII - BY LAWS

The powers to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

ARTICLE XIV - SINGLE PURPOSE ENTITY

Company has not and will not:

- a. engage in any business or activity other than the ownership of managing membership interest in 175 LLC, a Florida limited liability company;
- b. merge into or consolidate with any Person, or dissolve, terminate, liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;
- c. fail to observe all organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the applicable Legal Requirements of the jurisdiction of its organization or formation, or amend, modify, terminate or fail to comply with the provisions of its organizational documents (provided, that, such organizational documents may be amended or modified to the extent that, in addition to the satisfaction of the requirements related thereto set forth therein, Lender's prior written consent and, if required by Lender, a Rating Agency Confirmation are first obtained);
- d. own any subsidiary, or make any investment in, any Person other than Borrower;
- e. guaranty the debts or obligations of, hold itself out to be responsible for the debts of, pledge its assets for the benefit of or to secure the obligations of, or hold out its credit as being available to satisfy the obligations of, any other Person;
- f. maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;
- g. incur any indebtedness, secured or unsecured, direct or contingent (including guaranteeing any obligation); or
- h. without the prior unanimous written consent of all of its partners, shareholders or members, as applicable, the prior unanimous written consent of its board of directors or managers, as applicable (a) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any Creditors Rights Laws, (b) seek or consent to the appointment of a receiver, liquidator or any similar official (other than the appointment of a receiver by Lender upon the occurrence or during the continuance of an Event of Default), (c) take any action that might cause such entity to become insolvent, (d) make an assignment for the benefit of creditors or (e) take any action in furtherance of a Bankruptcy Event with respect to Borrower.

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this, 19 day of March 2022.

Antonio Hernandez

ACCEPTANCE BY REGISTERED AGENT:

Having been named registered agent pursuant to §48.091 Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute.

Antonio Hernandez, Registered Agent

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