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TALLAHASSEE, FLORIDA

J. Shivers MAY 13 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Z & S INVESTMENTS, LTD. CORP.

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:

LORENE SEELER YOUNG ESQUIRE

Name of Person

LORENE SEELER YOUNG, P.A.

Firm/Company

6570 GRIFFIN ROAD, SUITE 102

Address

DAVIE, FL 33314

City/State and Zip code

LORENE@LSY-LAW.COM

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

For further information concerning this matter, please call:

LORENE SEELER YOUNG

Name of Person

at (954) 585-3967

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

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TALLAHASSEE, FLORIDA

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**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.*

1. Z & S INVESTMENTS, LTD. CORP.

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

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

2. CANADA

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. JULY 12, 1996

(Date of incorporation)

5. PERPETUAL

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

6. NOT APPLICABLE

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

7. 2201 S. OCEAN DRIVE UNIT 804, HOLLYWOOD, FLORIDA 33019

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS, INCLUDING OWNERSHIP OF REAL PROPERTY

(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: LORENE SEELER YOUNG, ESQ.

Office Address: 6570 GRIFFIN ROAD, SUITE 102

DAVIE, Florida 33314

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **STANLEY GREENBERG**

Address: **117 HOMEWOOD AVENUE**

NORTH YORK, ONTARIO CANADA M2M 1K2

Director: **ZVIA WERED, A/K/A ZVIA WERED GREENBERG**

Address: **117 HOMEWOOD AVENUE**

NORTH YORK, ONTARIO CANADA M2M 1K2

B. OFFICERS

President: **STANLEY GREENBERG**

Address: **117 HOMEWOOD AVENUE**

NORTH YORK, ONTARIO CANADA M2M 1K2

Vice President: **ZVIA WERED, A/K/A ZVIA WERED GREENBERG**

Address: **NORTH YORK, ONTARIO CANADA M2M 1K2**

NORTH YORK, ONTARIO CANADA M2M 1K2

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. **STAN GREENBERG PRESIDENT**

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**Ministry of
Government and
Consumer Services**

Companies and Personal
Property Security Branch
393 University Ave., Suite 200
Toronto ON M5G 2M2

**Ministère des
Services gouvernementaux et
des Services aux consommateurs**

Direction des compagnies et
des sûretés mobilières
393, av. University, bureau 200
Toronto ON M5G 2M2



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microfiche(s) from the records
of the Ministry of Government
Services of the Province of
Ontario.
Certified on

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dossiers du Ministère des Services
gouvernementaux de la Province
de l'Ontario.
Copie certifiée le

APR 21 2010

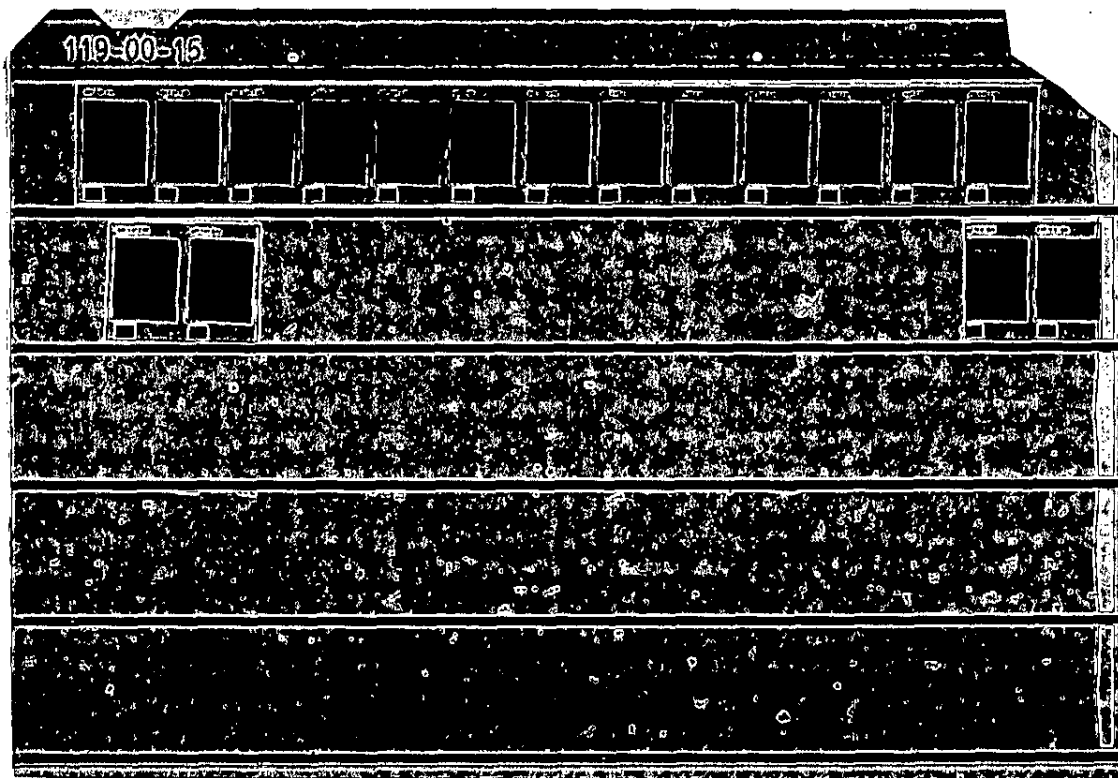
K. — [Signature]

Director
Ministry of
Government Services
Toronto, Ontario

Directrice
Ministère des
Services gouvernementaux
Toronto, Ontario

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TALLAHASSEE, FLORIDA

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Ontario Corporation Number
Numéro de la société en Ontario

1190015

JULY 12 JUILLET, 1996

Trans Code	Line No.	Stat	Comp Type	Method Incorp
A	0	0	A	3
18	20	28	28	30
Share	Voice Req'd	Jurisdiction		
S	N	ONTARIO		
3	12	12		

ARTICLES OF INCORPORATION STATUTS CONSTITUTIFS

**Form 1
Business
Corporations
Act
Formule 1
Loi sur les
sociétés par
actions**

- 1 The name of the corporation is: Dénomination sociale de la société :
Z & S INVESTMENTS LTD.

- 2 The address of the registered office is Adresse du siège social :
- 4002 Sheppard Avenue East, Suite 512
(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)
- Scarborough, Ontario M1S 4R5
(Name of Municipality or Post Office) (Postal Code)
(Nom de la municipalité ou du bureau de poste; (Code postal)

**City of
Scarborough**

(Name of Municipality Geographic Township)
(Nom de la municipalité ou canton géographique)

in the Municipality of Metropolitan Toronto

(County District, Regional Municipality)
(Comité district, municipalité régionale)

- 3 Number (or minimum and maximum number) of directors is. Nombre (ou nombres minimal et maximal) d'administrateurs

Minimum of one and a maximum of ten directors.

- 4 The first director(s) is/are Premier(s) administrateur(s)

First name, initials and surname
Prénom, initiales et nom de famille

Residence address, giving Street & No or R R No., Municipality and Postal Code

Adresse personnelle, y compris la rue et le numéro le numéro de la R.R. ou le nom de la municipalité et le code postal

Stanley Greenberg

210 Conlins Road
Scarborough, Ontario M1C 1C5

Zvia Wered

216 Conline Road
Scarborough, Ontario M1C 1C5

Resident
Canadian
State
Yes or No
Resident
canadian
Or Non

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TALLAHASSEE, FLORIDA

100

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

6. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre.

The authorized capital of the Corporation shall consist of an unlimited number of Class A special shares, Class B special shares and common shares.

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TALLAHASSEE, FLORIDA

7. Rights, privileges, restrictions and conditions of any attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'action et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série.

(a) The holders of the Class "A." special shares shall be entitled to receive in priority to the holders of the Class "B" special shares and the common shares, and the Corporation shall pay thereon as and when declared by the Board of Directors out of the monies of the Corporation property applicable to the payment of dividends, a non-cumulative cash dividend at such rate or in such amount as the Board of Directors may from time to time determine; Class A special shares shall have the right, in any year, by instrument, in writing, to waive for that year the right to dividends, if any, upon the Class A special shares so held.

(b) In the event of repayment of capital upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class "A" special shares shall be entitled to receive out of the assets and property of the Corporation before any repayment of capital or any distribution of any part of the assets of the Corporation amongst the holders of common shares or Class B special shares, an amount equal to the redemption amount together with any dividends declared thereon and unpaid and no more. The redemption amount shall be equal to the amount upon which such shares are issued to the holders thereof.

(c) The holders of the Class A special shares shall be entitled to require the Corporation to redeem at any time all or any of the Class A special shares registered in the name of such holders on the books of the Corporation by tendering to the Corporation at its head office the share certificate or certificates representing the Class A special shares which the registered holder desires to have the corporation redeem together with a request in writing specifying

(i) that the registered holder desires to the Class A special shares, or so many thereof as such holder may specify which are represented by such certificate or certificates redeemed by the Corporation, and

(ii) the business day (in this paragraph referred to as the "redemption date") on which the holder desires to have the Corporation redeem such Class A special shares which shall not be less than thirty days following the day of which the request in writing is given to the Corporation. Upon receipt of the share certificate or certificates representing at least the number of Class A special shares which the registered holder desires to have the Corporation redeem, together with such a request, the Corporation shall on the redemption date, redeem the number of Class A special shares so to be redeemed by paying to such registered holder an amount equal to the redemption amount of the Class A special shares being redeemed plus all unpaid dividends which have been declared thereon (the aggregate thereof which is referred to as the "redemption price"); if a part only of the Class A special shares shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. The Class A special shares shall be redeemed on the redemption date and from and after the redemption date such shares shall

cease to be entitled to dividends and the holders thereof shall not be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of holders of the Class A special shares in respect thereof unless payment for the redemption price is not made on the redemption date, in which event the rights of the holders of the said shares shall remain unaffected.

The "redemption amount" for each Class A special share shall be equal to the fair market value of the consideration paid or exchanged for the Class A special shares by the holder thereof.

(d) The Corporation may upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time, any part of the then outstanding Class A special shares on payment for each share to be redeemed of the redemption amount, together with all dividends in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the manner aforesaid an amount sufficient to redeem the shares is deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the Class A special shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the monies so deposited.

(e) The Corporation shall have the right, at any time and from time to time, to purchase for cancellation the whole or any part of the Class A special shares at the lowest price at which in the opinion of the directors, such shares are obtainable but not exceeding the redemption amount, together with all dividends declared thereon and unpaid.

(f) The provisions of paragraphs a to e inclusive hereof in respect of the redemption amount of the Class A special shares shall be subject to the provisions of this paragraph. In the event that the Department of National Revenue, Taxation (the Department) determines the fair market value of any property sold or transferred to or exchanged with the Corporation in exchange for non-share consideration, if any, and the redemption amount of all the Class A special shares so issued as agreed and determined by the Corporation of the holders of the Class A special shares, the redemption amount shall be increased or decreased to reflect the value as ultimately determined of the Class A special shares.

(i) such amount as may be agreed by the Department, the Corporation and the Class A special shareholders, to have been the fair market value of the property sold, transferred, or exchanged for such Class A special shares; or

(ii) in the absence of such agreement, such amount as shall be determined by a Court having jurisdiction in the matter (after all appeal rights have been exhausted or all times for appeal have expired without appeals having been taken) to be the fair market value of the property sold, transferred, or exchanged for such Class A special shares.

(g) The holders of the Class B special shares shall rank junior to the holders of the Class A special shares and in priority to the holders of the common shares and shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the Board of Directors of the Corporation out of the monies of the Corporation properly applicable to the payment of dividends in any fiscal year fixed preferential, non-cumulative cash dividends at a rate of eight percent of the stated capital of such shares or the amount for which such shares are issued to the holders thereof. The holders of the Class B special shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for.

(h) In the event of liquidation, dissolution or the winding up of the Corporation the reduction of capital or other distribution of its assets amongst shareholders by way of repayment of capital the holders of Class B special shares shall be entitled to receive an amount per share equal to the stated capital together with any unpaid and non-cumulative dividends which shall have been declared thereon in priority to any distribution to the holders of the Class B special shares, without any right to any further participation and profits or assets.

(i) The Corporation shall not have the right to redeem all or any portion of the Class B special shares without the consent of the holders thereof nor shall the holders of the Class B special shares be entitled to require the Corporation to redeem at any time all or any of the Class B special shares registered in the name of such holders on the books of the Corporation.

(j) The Corporation shall have the right, at any time and from time to time to purchase the whole or any part of the Class B special shares at the lowest price at which in the opinion of the directors, such shares are obtainable but not exceeding an amount per share equal to the amount paid up thereon together with all dividends declared thereon and unpaid.

(k) The holders of the Class A special shares shall not as such be entitled to vote at any meetings of the shareholders of the Corporation but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

(l) The holders of the Class B special shares and common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation except class meetings of other classes of shareholders, and at all such meeting shall be entitled to one vote in respect of each share held by him.

(m) In the event of repayment of capital upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class B special shares shall be entitled to receive out of the assets the property of the Corporation before any repayment of capital or any distribution of any part of the assets of the Corporation amongst the holders of the common shares an amount equal to the amount paid up thereon together with any dividends declared thereon and unpaid and no more. The holders of the common shares shall be entitled to share in any further distribution of the property or assets of the Corporation.

36

(n) Any amendment to the Articles of the Corporation to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A special shares, common shares or Class B special shares or to create special shares ranking in priority to or on a parity with the Class A special shares, common shares or Class B special shares as the case may be, in addition to the authorization by a special resolution, may be authorized by at least two-thirds of the votes cast at a meeting of the respective holders of the Class A special shares, common shares or Class B special shares, as the case may be, duly called for that purpose.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without the express consent of the majority vote of the Board of Directors to be signified by resolution passed by the Board.

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu:

- (a) That meetings of the Board of Directors and of the executive committee, if any, of the Corporation may be held at any place within Ontario and meetings of the Shareholders of the Corporation may be held at any place within Ontario;
- (b) The Corporation may purchase any of its common shares out of surplus;
- (c) Any common shares purchase pursuant to 9(b) above, shall be cancelled and thereupon the authorized and issued capital of the Corporation is thereby decreased;
- (d) The number of shareholders of the Corporation exclusive of persons who are in the employment of the Corporation, is hereby limited to fifty (50); two or more persons holding one (1) share jointly shall be considered a single shareholder;
- (e) Any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.

Form 1
Business
Corporations
Act
Formule 1
Loi sur les
sociétés par
actions

10 The names and addresses of the incorporators are:

Nom et adresse des fondateurs :

First name, initials and surname or corporate name

Full residence address or address of registered office or of principal place of business giving Street & No. or R.R. No., Municipality and Postal Code

Prénom, initiales et nom de famille ou dénomination sociale

Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal

Stanley Greenberg

210 Conlins Road
Scarborough, Ontario
M1C 1C5

Zvia Wered

210 Conlins Road
Scarborough, Ontario
M1C 1C5

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

(Signatures of Incorporators)
(signature des fondateurs)

Stanley Greenberg

Zvia Wered

1190015

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFIED COPY OF A
SPECIAL RESOLUTION**

OF

Z & S INVESTMENTS LTD.

1. NUMBER AND ELECTION OF DIRECTORS

WHEREAS the Articles of the Corporation provide that the number of directors for the Corporation is a range with a minimum of one (1) and a maximum of ten (10);

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE CORPORATION THAT:

- 1) the number of directors comprising the board of directors of the Corporation shall be fixed at two (2), being a number within the prescribed range;
- 2) the following persons be and they are hereby elected directors of the Corporation to hold office until the first annual meeting or annual resolutions of the shareholders of the Corporation or until their respective successors are duly elected, subject to the provisions of the by-laws of the Corporation and the provisions of the Business Corporations Act (Ontario):

ZVIA WERED
STANLEY GREENBERG

CERTIFICATE

CERTIFIED to be a true copy of a special resolution of Z & S INVESTMENTS LTD. consented to by the signatures of all of the voting shareholders of the Corporation and dated the 12th day of July, 1996, as set forth in the minute book of the Corporation, which said special resolution has not been amended and is now in full force and effect.

DATED at Scarborough on July 15, 1996.

Secretary

(c/s)