

F13000002222

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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13 MAY 21 PM 12:06
SECOND DIV OF STATE
TALLAHASSEE FLORIDA

FILED



Stephen L. Skipper, P.L.

Attorney and Counselor at Law

7491 Conroy Windermere Road, Suite G

Orlando, FL 32835

Phone (407) 521-0770

Fax (407) 521-0880

Website: SWorlandoLaw.com

E-mail Address: Steve@SWorlandoLaw.com

Stephen L. Skipper, Attorney

May 20, 2013

Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Gentlemen:

I am enclosing a proposed Application by Foreign Corporation for Authorization to Transact Business in Florida. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee \$70.00

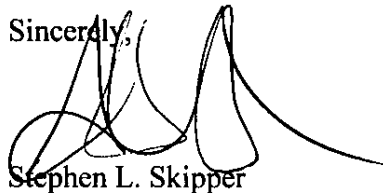
Total \$70.00

Please e-mail the certificate of status to Steve@sworlandolaw.com.

Also enclosed is an electronically generated Certificate of Incorporation from the Province of Ontario, Ministry of Government Services. The Province of Ontario no longer provides signed original certificates and only provides these electronic certificates. This certificate contains a transaction ID, Request (document) ID, and is time stamped and dated.

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Magnolia Ocala Plaza, Inc.

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:

Stephen L. Skipper

Name of Person

Stephen L. Skipper, P.L.

Firm/Company

7491 Conroy Windermere Road, Suite G

Address

Orlando, FL 32835

City/State and Zip code

steve@sworlandolaw.com

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

For further information concerning this matter, please call:

Steve Skipper

Name of Person

at (407) 521-0770

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

**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. Magnolia Ocala Plaza, Inc.

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

Magnolia Point Ocala, Inc.

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

2. Ontario Canada

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

3. applied for

(FEI number, if applicable)

4. May 16, 2013

(Date of incorporation)

5. perpetual

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

6. will not begin transacting business until after registration

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

7. 165 Statesman Drive, Mississauga, Ontario, Canada L5S 1X4

(Principal office address)

same as principal office address

(Current mailing address)

8. any lawful purpose

(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: Stephen L. Skipper

Office Address: 7491 Conroy Windermere Road, Suite G

Orlando, FL

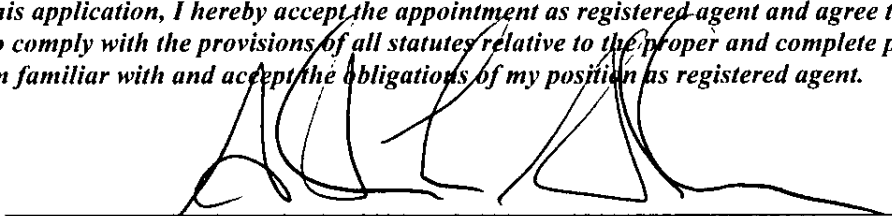
(City)

, Florida 32835

(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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ATTORNEY GENERAL
FLORIDA

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

A. DIRECTORS

Chairman: Raghbir Charan Bhullar

Address: 27 Bellini Avenue, Brampton, Ontario, Canada L6P 0E2

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Raghbir C. Bhullar

Address: 165 Bellini Avenue, Brampton, Ontario, Canada L6P 0E2

Vice President: _____

Address: _____

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

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Raghbir C. Bhullar, President

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

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TALLAHASSEE, FLORIDA

Request ID: 015357069
Demande n°:
Transaction ID: 050944204
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2013/05/16
Document produit le:
Time Report Produced: 15:51:21
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

MAGNOLIA OCALA PLAZA INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002373467

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

MAY 16 MAY, 2013



Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Request ID / Demande n°

Ontario Corporation Number
Numéro de la compagnie en Ontario

15357069

2373467

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is:

Dénomination sociale de la compagnie:

MAGNOLIA OCALA PLAZA INC.

2. The address of the registered office is:

Adresse du siège social:

c/o GARRY MACHINE MFG. INC.
165 STATESMAN DRIVE

(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'édifice à bureau, numéro du bureau)

MISSISSAUGA
CANADA

(Name of Municipality or Post Office)

(Nom de la municipalité ou du bureau de poste)

ONTARIO
L5S 1X4

(Postal Code/Code postal)

3. Number (or minimum and maximum
number) of directors is:

Minimum 1

Nombre (ou nombres minimal et maximal)

d'administrateurs:

Maximum 10

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname

Prénom, initiales et nom de famille

Resident Canadian

State Yes or No

Résident Canadien

Oui/Non

Address for service, giving Street & No.
or R.R. No., Municipality and Postal Code

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

* RAGHBIR CHARAN
BHULLAR

YES

27 BELLINI AVENUE

BRAMPTON ONTARIO
CANADA L6P 0E2

SECRETARY OF STATE
TREASURY FLORIDA

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-
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 compagnie.

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

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 compagnie est autorisée à émettre:

Unlimited number of Class "A" Common Shares.
Unlimited number of Class "B" Common Shares.

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7. Rights, privileges, restrictions and conditions (if 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'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:

1. CLASS "A" COMMON SHARES

The Class "A" Common Shares shall have rights, privileges and restrictions follows:

- a) The holders of Class "A" Common Shares shall be entitled to vote at all meetings of shareholders, other than at meetings of the holders of any other class of shares meeting separately as a class, and at all such meetings the holders of Class "A" Common Shares shall have one vote for each Class "A" Common Share held by them;
- b) The holders of Class "A" Common Shares shall be entitled to receive dividends as may be declared by resolution of the Directors; and
- c) In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of Class "A" Common Shares shall be entitled to receive, pari passu with the holders of Class "B" Common Shares, the remaining property or assets of the Corporation.

2. CLASS "B" COMMON SHARES

The Class "B" Common Shares shall have rights, privileges and restrictions as follows:

- a) The holders of Class "B" Common Shares shall be entitled to vote at all meetings of shareholders, other than at meetings of the holders of any other class of shares meeting separately as a class, and at all such meetings the holders of Class "B" Common Shares shall have one vote for each Class "B" Common Share held by them;
- b) The holders of Class "B" Common Shares shall be entitled to receive dividends as may be declared by resolution of the Directors; and
- c) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class "B" Common Shares shall be entitled to receive, pari passu with the holders of Class "A" Common Shares, the remaining property or assets of the Corporation

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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 shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

- a. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; or
- b. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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ONTARIO
TORONTO

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Ontario Corporation Number
Numéro de la compagnie en Ontario

15357069

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9. Other provisions, (if any, are):
Autres dispositions, s'il y a lieu:

(1) That the Board of Directors may from time to time, in such amounts and on such terms as it deems expedient:

(a) borrow money on the credit of the Corporation;

(b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation.

(2) That the Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

(3) That the number of shareholders of the Corporation exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were while in the employment of the Corporation and have continued after the termination of the employment to be, shareholders of the Corporation, is limited to not more than fifty. Two or more persons who are the joint registered owners of one or more shares are to be counted as one shareholder.

(4) That any invitation to the public to subscribe for securities of the Corporation is prohibited.

(5) That subject to the provisions of the Business Corporations Act, R.S.O. 1990, c. B-16, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of the debt.

(6) That subject to the provisions of the Business Corporations Act, R.S.O. 1990, c. B-16, the Corporation may purchase any of its issued shares.

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Numéro de la compagnie en Ontario

2373467

10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and last name
or corporate name

Prénom, initiale et nom de
famille ou dénomination sociale

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code

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

- * RAGHEIR CHARAN BHULLAR

27 BELLINI AVENUE

BRAMPTON ONTARIO
CANADA L6P 0E2

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TALLAHASSEE, FLORIDA

| | |
|--|---------------------------------------|
| Name of Corporation MAGNOLIA OCALA PLAZA INC. | Ontario Corporation Number 2373467 |
| | Request ID 15357069 |

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

| | |
|--|-----------|
| First Name | Last Name |
| Robert | Crouch |
| Name of Law Firm | |
| Prouse Dash - P.D.C.J.G. Office Management | |

ADDRESS

| | | |
|------------------------|-------------------|-------------|
| Street # | Street Name | Suite # |
| 50 | Queen Street West | |
| Additional Information | | City |
| | | Brampton |
| Province | Country | Postal Code |
| ONTARIO | CANADA | L6X 4H3 |

TELEPHONE #: 905-451-6610

NUANS SEARCH DETAILS

| | |
|--------------------------------------|-------------------------------|
| Corporate Name Searched on NUANS (1) | NUANS Reservation Reference # |
| MAGNOLIA OCALA PLAZA INC. | 109084475 |
| | Date of NUANS Report |
| | 2013/05/15 |

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TALLAHASSEE FLORIDA

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| | |
|---|--|
| Name of Corporation MAGNOLIA OCALA PLAZA INC. | Ontario Corporation Number 2373467 |
| | Request ID 15357069 |

ELECTRONIC INCORPORATION TERMS AND CONDITIONS

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario *Business Corporations Act* (OBCA) with the Ministry of Government Services.
Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

| | |
|------------|-----------|
| First Name | Last Name |
| Raghbir | Bhullar |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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