

N03000007794

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SECRETARY OF STATE
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156 9/10/03

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134

City/State/Zip

(305) 444-4994

Phone #

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PENA MARTIANA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 5, 2003

EXPRESS CORPORATE FILING SERVICE INC.
1000 PONCE DE LEON BOULEVARD
SUITE 101
CORAL GABLES, FL 33134

SUBJECT: PENA MARTIANA INC.
Ref. Number: W03000025431

RECEIVED
03 SEP 10 AM 10 25
DIVISION OF CORPORATIONS

We have received your document for PENA MARTIANA INC. and your check(s) totaling \$551.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 603A00049651

FILED
2003 SEP 5 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
8/28/03

ARTICLES OF INCORPORATION OF PEÑA MARTIANA INC.

ARTICLE I (NAME)

2003 SEP 5 PM 2:06

The name of this Corporation is **PEÑA MARTIANA INC.**

103 Miracle Mile, Coral Gables, FL 33134

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II (NOT FOR PROFIT)

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation of distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III (DURATION)

The duration of the Corporation is perpetual.

ARTICLE IV (PURPOSES)

The Corporation is organized and shall be operated exclusively for the following purposes:

(a) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, apply, employ, sell, expand, disburse, lease mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

(b) To do such other things as are incidental to the purposes of the Corporation of necessary or desirable in order to accomplish them.

ARTICLE V (LIMITATION)

No part of the net earnings of the Corporation shall insure to the benefit of or distributed to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI (MEMBERS)

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows: Juan Queralto, 103

Miracle Mile, Coral Gables, Florida 33134; José Bober, 103 Miracle Mile, Coral Gables, Florida 33134; and, Juan Queralto, Jr., 103 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE VII (INITIAL REGISTERED OFFICE AND AGENT)

The initial Registered Agent of the Corporation is Juan Queralto, whose address is 103 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE VIII (INITIAL BOARD OF TRUSTEES)

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board shall be three. The number of Trustees may increase or decrease from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Juan Queralto, 103 Miracle Mile, Coral Gables, Florida 33134;

José Bober, 103 Miracle Mile, Coral Gables, Florida 33134;

Juan Queralto, Jr., 103 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE IX (OFFICERS)

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President: Juan Queralto, 103 Miracle Mile, Coral Gables, Florida 33134.

Vice President: José Bober, 103 Miracle Mile, Coral Gables, Florida 33134.

Secretary: Juan Queralto, Jr., 103 Miracle Mile, Coral Gables, Florida 33134.

Treasurer: Juan Queralto, Jr., 103 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE X (INCORPORATORS)

The name and address of the Incorporator is Juan Queralto, 103 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE XI (BYLAWS)

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII (AMENDMENTS)

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with Florida law, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII (INDEMNIFICATION)

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV (BYLAWS)

The power to adopt, alter amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE XV (COMMENCEMENT OF CORPORATE EXISTENCE)

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XVI (NONSTOCK BASIS)


This Corporation is organized on a nonstock basis and it shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 28th day of August, 2003.


JUAN QUERALTO

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

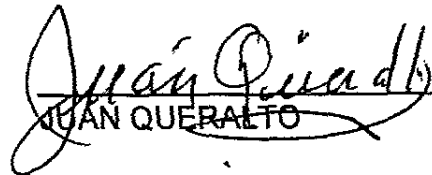
The foregoing Articles of Incorporation of PEÑA MARTIANA were acknowledged before me on this 28th day of August, 2003, by Juan Queralto, as Incorporator.


Notary Public CARIDAD G. DEVA
My Commission expires Notary Public, State of Florida
 My Commission Expires Jan 30, 2007
 Commission # DD197433
 Bonded By National Notary Assn.

ACCEPTANCE OF REGISTERED AGENT

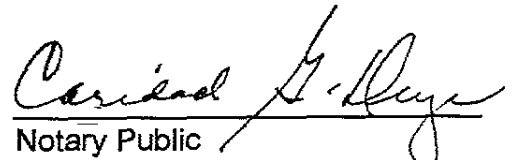
Having been named to accept service of process for **Peña Martiana Inc.**, at the place designated in the Articles of Incorporation, namely, I, Juan Queralto, agree to act in this capacity, and agree to comply with provisions of §48.091, F.S., relative to keeping open such office.

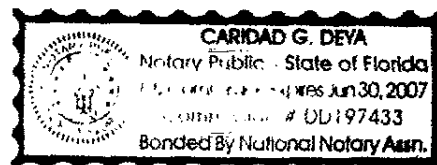
Dated this 28 day of August, 2003.


JUAN QUERALTO

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of PEÑA MARTIANA were acknowledged before me on this 28th day of August, 2003, by Juan Queralto, as Incorporator.


Notary Public
My Commission expires:



FILED
2003 SEP 5 PM 2:06
CLERK OF STATE
TALLAHASSEE FLORIDA