

N080000006438

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H080001681523)))



H080001681523ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072430003255
Phone : (305)634-3694
Fax Number : (305)633-9696

RECEIVED
08 JUL -8 PM 3:17
DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

maxfit, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$70.00 |

FILED
08 JUL -8 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

MRD 7/9

H08000168152

FILED

08 JUL -8 AM 11:01

**Articles of Incorporation of
Maxfit, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

ARTICLE ONE

Maxfit, Inc.

3831 W. Vine Street #20
Kissimmee, FL 34741

The name of the corporation is: **Maxfit, Inc.**
the initial mailing address is:

2693 La Alameda Ave
Kissimmee, FL 34746

The initial physical address is:

3831 W. Vine Street #20
Kissimmee, FL 34741

ARTICLE TWO

Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE

Duration

The period of the Corporation's duration is perpetual.

H08000168152

ARTICLE FOUR

Purposes

Section 4.01 The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501 (c)(3).

Section 4.02 Notwithstanding any other provision of these articles of incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purpose.

ARTICLE FIVE
Membership

The members of the corporation shall be all members in good standing at any given time of the said Church Corporation of Florida. Provided, however, neither the incorporation nor the members of the corporation shall have any vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of this corporation, or any right, interest or privilege which may be inheritable, or shall continue after his membership ceases in the above named corporation.

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of Maxfit, Inc. and the name of its initial registered agent is:

Maximillian Rubera
3831 W. Vine Street #20
Kissimmee, FL 34741

ARTICLE SEVEN
Directors

The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

| Title | Name | Address |
|--------------|--------------------|------------------------------------------------------|
| President/ | Maximillian Rubera | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |
| VP/SEC | Melba Rubera | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |
| Trustee | Angel Canales | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |

| | | |
|-----------|----------------|------------------------------------------------------|
| Trustee | Moses Battles | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |
| Treasurer | Glorimar Ortiz | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |

The manner in which directors are elected will be stated in the by-Laws.

ARTICLE EIGHT

Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- a. with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
- b. with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or
- c. with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE NINE
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

Article Ten: Dissolution

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the country in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

H08000168152

ARTICLE Eleven
Incorporator

The name and street address of the Incorporator is:

| Name | Address |
|------------|------------------------------------------------------|
| Max Rubera | 3831 W. Vine Street Suite #20 Kissimmee, FL 34741 |

FILED
08 JUL -8 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In witness where of, I have here unto set my hand, this 8th day of July 2008.

Maximillian Rubera
Maximillian Rubera
State of Florida
County of Osceola

Acknowledgment

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.

Maximillian Rubera
Maximillian Rubera

PREPARED BY: CORDERO CPA P. A.
1302 N MAIN ST
KISSIMMEE, FL 34744

H08000168152