

P01000065348

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**LAZARUS CORPORATE FILING SERVICE**

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(City, State, Zip)

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

01 JUL -2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. SOUTH FLORIDA PAINTING USA INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED  
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DIVISION OF CORPORATIONS  
2001 JUN 29 AM 11:16  
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SUFFICIENCY OF FILING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input 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

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

W01-15728  
PS  
7/2/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 29, 2001

LAZARUS CORPORATE FILING SERVICE  
3320 SW 87 AVENUE  
MIAMI, FL

SUBJECT: SOUTH FLORIDA PAINTING USA INC.  
Ref. Number: W01000015128

We have received your document for SOUTH FLORIDA PAINTING USA INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6052.

Pamela Smith  
Document Specialist  
New Filings Section

Letter Number: 601A00039341

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01 JUL -2 PM 2:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
*of*  
**SOUTH FLORIDA PAINTING USA INC.**

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is SOUTH FLORIDA PAINTING USA INC..

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

9310 NW BROAD MANOR RD.  
MIAMI, FL 33142

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

CARLOS G. CARRERAS

1420 W. Flagler Street  
Miami, Florida 33135

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

RIGOBERTO MONDRAGON  
9310 NW BROAD MANOR RD.  
MIAMI, FL 33142

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### **Certification**


I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



RIGOBERTO MONDRAGON, Incorporator  
9310 NW BROAD MANOR RD.  
MIAMI, FL 33142

State of Florida, County of DADE, ss:

Subscribed and sworn to (or affirmed) before me this 27<sup>th</sup> day of JUNE,  
2001.

*Maria A. Farkas*  
Notary Public  
 MARIA A. FARKAS  
MY COMMISSION # DD 001279  
EXPIRES: Feb 12, 2005  
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that South Florida Painting USA Inc.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named CARLOS L. CARRERAS

located at 1420 W. Flagler St.

City of Miami County of DADE State of Florida, 33/35

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Registered Agent