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TRANSMITTAL LETTER

FILED

02 JAN 22 AM 9:56

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: POMPAÑO POOL & SPA SERVICES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200004789422--3  
-01/22/02--01106--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: MARCOS REZENDE - REG. AGENT  
Name (Printed or typed)

829 SE 9TH ST - PALM PLAZA  
Address

DEERFIELD BEACH, FL 33441  
City, State & Zip

954-427-4770  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 129

**ARTICLES OF INCORPORATION**  
*of*  
**POMPANO POOL & SPA SERVICES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation is – **POMPANO POOL & SPA SERVICES, INC.**

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

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

500 NE 1<sup>st</sup> ST - #04  
Pompano Beach, FL 33060-6348

**ARTICLE III - SHARES**

The total number of shares which the corporation shall have authority to issue is 100,000 shares with a par value of \$0.02 per share.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

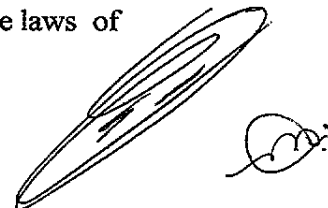
The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Marcos Rezende  
829 SE 9<sup>th</sup> ST - Suite 201 – Palm Plaza  
Deerfield Beach, FL 33441



**ARTICLE V - PURPOSE**

The purpose of the corporation is to engage in the Finishing and Repair of Pools and SPA to import Pool and SPA accessories activities lawfully 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:

EDSON DA SILVA NEVES  
500 NE 1<sup>st</sup> ST #04  
Pompano Beach, FL 33060-6348

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, 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 and or other contracts.

**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 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.



Marcos Rezende, Registered Agent  
829 SE 9th ST - Suite 201 - Palm Plaza  
Deerfield Beach, FL 33441

I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.



Edson da Silva Neves - Incorporator  
500 NE 1<sup>st</sup> ST #04  
Pompano Beach, FL 33060-6348

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 14 day of January, 2002



Marcos Rezende  
My Commission CC776653  
Expires September 20, 2002

Marcos Rezende  
My Commission CC776653  
Expires September 20, 2002

