

**P02000041955**

Requester's Name

Address

**HENRY S. PINTO**  
2210 SOUTH PINE AVE.  
OCALA, FL - 34471

Office Use Only

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 APR 11 AM 11:23

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

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

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

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☐ Walk in

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☐ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

04-18-02  
Examiner's Initials **B**

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**ARTICLES OF INCORPORATION**  
**OF**  
**PINTO INSURANCE AND BROKERAGE SERVICES INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, in compliance with Chapter 607 and/or Chapter 621, F.S.(Profit), hereby, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation shall be **PINTO INSURANCE AND BROKERAGE SERVICES INC.** The principal place of business and the mailing address of the Corporation is 2210 South Pine Ave., Ocala, Fl – 34471.

**ARTICLE II**

**CORPORATE PURPOSE, DURATION, POWERS, AND RIGHTS**

1. The purpose for which the Corporation is formed is to engage in any lawful act or activity under the Florida Business Corporation Act.
2. This Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.
3. The Corporation shall have all the general and specific powers and rights granted to and conferred upon by the Florida Business Corporation Act.

**ARTICLE III**

**CAPITAL STOCK AND SHAREHOLDERS**

1. The Corporation is authorized to issue 100 shares of Common Stock with a par value of \$1.00 per share with or without issue of certificates.
2. The designations, preferences, limitations, relative rights, voting rights, participation, liquidations, dissolutions, qualifications, or restrictions of the above stocks are as follows:
  - a) Each holder of Common Stock has one vote with respect to each share of Common Stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.
  - b) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
  - c) A holder of, or subscriber to, shares of a Corporation shall be under no obligation to the Corporation or its creditors with respect to such shares other than the obligation to pay to the Corporation the full consideration for which such shares

were issued or to be issued. The private property, whether real, tangible, or intangible, of the shareholders of this Corporation shall not be subject to the payment of Corporation debts, except to the extent of any unpaid balance of subscription of shares.

- d) Any person, namely shareholder, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation does so by consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such shares or such securities in any way may be altered, amended, restricted and that the Corporation reserves the rights to transact any business of the Corporation to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by any legislative enactments.
- e) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation trust or other entity and receive payment thereof in cash, stock, or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock.. The merger or consolidation of the Corporation into or with any other Corporation or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation shall have its registered office at **2210 South Pine Ave., Ocala, FL - 34471**. The name of the registered agent will be Henry S. Pinto who is a lawful resident of Florida and whose business office is identical with such registered office.

**ARTICLE V**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Bridget F. Pinto and the address of the incorporator is **2210 South Pine Ave., Ocala, FL – 34471.**

The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of this Corporation with the Office of the Secretary of State of Florida.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The number of directors may be fixed, increased, or decreased from time to time by resolution of the Board of Directors. However, a Board of Directors must consist of one or more individuals. Each director shall serve until the next annual meeting of shareholders.

Whenever a vacancy occurs on a Board of Directors, including a vacancy resulting from an increase in the number of directors, it may be filled by the affirmative vote of a majority of the remaining directors and the term of such directors will expire at the next shareholders meeting at which the new directors are elected.

The name, number of shares held, and mailing address of the person who shall serve as directors of the Corporation until the first annual shareholders meeting or until such time a successor is elected are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES HELD</u></b>
HENRY S. PINTO PRESIDENT & TREASURER	2210 SOUTH PINE AVE. OCALA, FL - 34471	50
BRIDGET F. PINTO VICE PRESIDENT & SECRETARY	2210 SOUTH PINE AVE. OCALA, FL - 34471	50

**ARTICLE VII**

**AMENDMENTS**

This Corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation by a majority vote of the Board of Directors and any rights conferred upon the shareholders is subject to this reservation.

In witness thereof the undersigned, for the purpose of forming a Corporation under the laws of the State of Florida, does make, file and record these articles of Incorporation, and does, hereby, certify that the facts contained herein is true and correct.

**DATED:**

*April 09 / 2002*

*B. Pinto*  
**(BRIDGET F. PINTO)**  
**INCORPORATOR**

**NOTORIZATION :**

STATE OF FLORIDA, COUNTY OF MARION

Sworn to and subscribed before me this *09* day of *April, 2002*, by Bridget F. Pinto

Personally known ✓

OR Produced identification

Type of Identification Produced



**SEAL/SIGNATURE OF NOTARY**

**DESIGNATION AS REGISTERED AGENT**

In compliance with Section SS 607.0501 of Florida Business Corporation Act, **PINTO INSURANCE AND BROKERAGE SERVICES INC**, desiring to form a Corporation, whose registered office is situated at 2210 South Pine Ave., Ocala, Fl – 34471, hereby, nominates **Henry S. Pinto**, residing at 2210 South Pine Ave., Ocala, Fl – 34471, as its registered agent to accept service of process in the State of Florida.

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above named Corporation at the place designated in this certificate, the undersigned is familiar with and accept the appointment as registered agent and agree to act in this capacity.



**(HENRY S. PINTO)  
REGISTERED AGENT**