

Charter Number Only

5/1/02

AM Financial Services

Requestor's Name  
101 N. Ocean Drive #116

Address  
Hollywood, FL 33019

City State ZIP Phone  
(561) 700-3215

VALIDATION ONLY

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

CORPORATION(S) NAME

Colombia Bay Holdings, Inc.

RECEIVED  
02 MAY 10 AM 9:31  
DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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|----------------|--|
| Name           |  |
| Availability   |  |
| Document       |  |
| Examiner       |  |
| Updater        |  |
| Verifier       |  |
| Acknowledgment |  |
| W.P. Verifier  |  |

02 MAY 10 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
F11-ED

**ARTICLES OF INCORPORATION**  
**OF**  
**COLOMBIA BAY HOLDINGS, INC.**

**FILED**  
02 MAY 10 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - Name and Address**

The name and address of this Corporation is:

Colombia Bay Holdings, Inc.  
10410 Islander Drive  
Boca Raton, FL. 33498

**ARTICLE II - Duration**

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III - Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE IV - Capital Stock**

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### **ARTICLE V - Initial Capital**

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### **ARTICLE VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be come without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 10410 Islander Drive, Boca Raton, FL 33498. The name of the Initial Registered agent of this corporation at that address is Adam Barish.

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**ARTICLE V111 - Initial Board of Directors**

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

Adam Barish

These Officers shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified.

**ARTICLE IX - Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Adam Barish  
10410 Islander Drive  
Boca Raton, Florida 33498

**ARTICLE X - Indemnification**

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE X11 - Restrictions on Transfer of Stock**

Shares held by the initial shareholders may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

#### **ARTICLE X111 - Calling of Special Meetings**

Special meetings of Shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

**ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and business affairs of this corporation shall be managed under the direction of the Board of Directors of the Corporation.

**ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

**ARTICLE XVII - Director Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

**ARTICLE XV111 - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

**ARTICLE XX - Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these  
Articles of Incorporation at Hollywood Beach, Florida on this 7th day of May,  
2002 for the uses and purposes aforesaid.



Adam Barish

**FILED**  
02 MAY 10 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA