

P02000 124479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

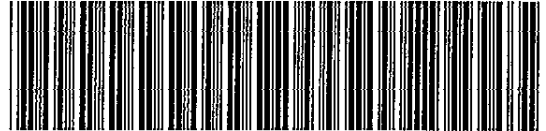
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900009003179

11/19/02--01066--007 \*\*78.75

FILED  
02 NOV 19 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: JUST JUNIOR, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: JUST JUNIOR, INC - ALMIRA ROSA JUNIOR  
Name (Printed or typed)

22 592 SEA BASS DR  
Address

BOCA RATON, FL 33428  
City, State & Zip

954 899 4867  
Daytime Telephone number

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

# ARTICLES OF INCORPORATION

*of*

## ***JUST JUNIOR, INC.***

FILED  
02 NOV 19 AM 10:11  
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 – ***JUST JUNIOR, INC.***

### **ARTICLE II - INITIAL PRINCIPAL OFFICE**

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

22592 Seabass Dr  
Boca Raton, FL 33428

### **ARTICLE III - SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$0.10 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  
822 SE 9<sup>th</sup> ST - Palm Plaza  
Deerfield Beach, FL 33441

## **ARTICLE V - PURPOSE**

The purpose of the corporation is to engage in any Enterprise activity 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:

ALMIR ROSA JUNIOR  
22592 Seabass Dr  
Boca Raton, FL 33428

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.

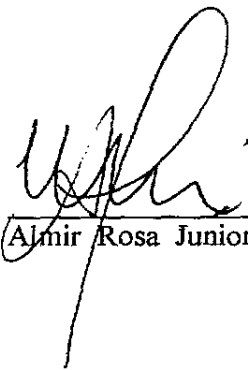
**STOCK TRANSFER RESTRICTION.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed 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.

**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.



Almir Rosa Junior - President



Marcos Rezende, Registered Agent  
822 SE 9<sup>th</sup> ST - Palm Plaza  
Deerfield Beach, FL 33441

State of Florida, County of Broward, ss:


Subscribed and sworn to (or affirmed) before me this 15 day of November, 2002.

AR

md

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN ARTICLES OF**  
**INCORPORATION**

MARCOS REZENDE, an individual, and having been designated  
as the Registered Agent in the above and foregoing Articles of  
Incorporation of JUST JUNIOR, INC., is familiar with  
and accepts the obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

  
\_\_\_\_\_  
Marcos Rezende

**FILED**  
02 NOV 19 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA