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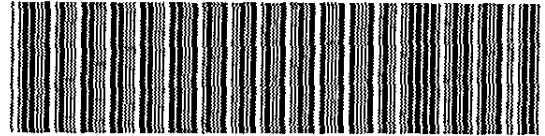
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TALLAHASSEE, FLORIDA  
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DEC 1 0

## TRANSMITTAL LETTER

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

SUBJECT: NZO THE WHEEL FACTORY, 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: Guillermo A. CORZO  
Name (Printed or typed)

13532 74<sup>th</sup> AVE NORTH  
Address

SEMINOLE, FLORIDA 33776  
City, State & Zip

727 - 638 - 5424  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**F O R:**

**NZO THE WHEEL FACTORY, INC.**

A Florida Close Corporation

In compliance with requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

***ARTICLE I***

The name of the Corporation is: "NZO THE WHEEL FACTORY, INC."

***ARTICLE II***

The existence of this Corporation shall begin upon the filing of this document.

***ARTICLE III***

The street address of the principal office of the corporation is:  
11938 83rd Avenue North  
Seminole, Florida 33772

***ARTICLE IV***

The purpose for which the corporation is organized is: To provide retail sales of aftermarket products namely wheels, tires, and other automobile accessories and to provide automotive services namely, tire and wheel installation and other automobile services for profit.

***ARTICLE V***

The maximum number of shares this Corporation is authorized to issue is 100, par value \$100.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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## ***ARTICLE VI***

In regards to actions proposed at either shareholder's meetings or board of director's meetings a majority of the shares entitled to vote, represented in person or by proxy, constitutes a "Quorum." Such a quorum is required to pass any such proposed action.

## ***ARTICLE VII***

The Corporation elects to have preemptive rights. Such election apply to the following principles:

- (a) The shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the board of directors to issue them.
- (b) A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.
- (c) There is no preemptive right with respect to:
  - 1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates.
  - 2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
  - 3. Shares authorized in article of incorporation that are issued within six months from the effective date of the Corporation;
  - 4. Shares sold otherwise for money.

## ***ARTICLE VIII***

The name and address of the initial Registered Agent is:

Guillermo A. Corzo, Esq.  
13548 74th Avenue North  
Seminole, Florida 33776

## ***ARTICLE IX***

The initial board of directors shall consist of 4 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names, addresses, and telephone numbers of the persons who will serve on the initial board of directors are:

**NAME:**  
Holger Kratzik

**ADDRESS:**  
Sailwind Boulevard Apt. #504  
South Pasadena, Florida 33707

**TELEPHONE:**  
(727) 360-5588

Hector R. Corzo	13532 74th Avenue North Seminole, Florida 33776	(727) 391-2904
Hector R. Corzo, Jr.	827 Whispering Cypress Lane Orlando, Florida 32824	(407) 438-8178
Michael Filippello	3011 West San Miguel Street Tampa, Florida 33629	(813) 254-7729

#### ***ARTICLE X***

The title, name, and street addresses of the initial officers are the following:

<b>TITLE:</b> <b>PRESIDENT:</b>	<b>NAME:</b> Holger Kratzik	<b>ADDRESS:</b> Sailwind Boulevard Apt. #504 South Pasadena, Florida 33707
<b>VICE PRESIDENT:</b>	Hector R. Corzo, Sr.	13532 74th Avenue North Seminole, Florida 33776
<b>SECRETARY:</b>	Hector R. Corzo, Jr.	827 Whispering Cypress Lane Orlando, Florida 32824
<b>TREASURER:</b>	Michael Filippello	3011 West San Miguel Street Tampa, Florida 33629

#### ***ARTICLE XI***

The name and street address of the person signing these articles of incorporation are:

<b>NAME:</b> Guillermo A. Corzo	<b>ADDRESS:</b> 13532 74th Avenue North Seminole, Florida 33776
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#### ***ARTICLE XII***

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Florida Law.

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for "NZO THE WHEEL FACTORY INC." at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Signature: 

Name: Guillermo A. Corzo

Date: 12-4-02

**INCORPORATOR**

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 4<sup>th</sup> day of December 2002

Signature: 

Name: Guillermo A. Corzo

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