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(Requestor's Name)

CARLOS M. ALEMAN
148 N.W. 60 AVE
MIAMI, FL 33176

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

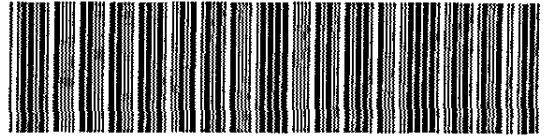
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**ARTICLES OF INCORPORATION
OF**

ANN'S PHARMACY & DISCOUNT, INC.

**THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION
IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY A SERVICE
CORPORATION FOR PROFIT UNDER CHAPTER 607 OF FLORIDA STATUTES.**

ARTICLE I – NAME

**THE NAME OF THE CORPORATION IS ANN'S PHARMACY AND DISCOUNT, INC.
(HEREINAFTER, "CORPORATION").**

ARTICLE II – PURPOSE OF BUSINESS

THE CORPORATION SHALL ENGAGE IN THE PRACTICE OF RETAIL SALES.

ARTICLE III – PRINCIPAL OFFICE

**THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 17561 S.W. 145TH
AVE, MIAMI, FLORIDA 33177 AND MAILING ADDRESS IS THE SAME.**

ARTICLE IV – INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

**ANA CASTRO
17561 S.W. 145 AVE.
MIAMI, FL. 33177**

ARTICLE V – OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE:

**PRESIDENT: ANA CASTRO
SECRETARY: ANA CASTRO
TREASURER: ANA CASTRO**

**WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE
CORPORATION.**

ARTICLE VI – DIRECTOR(S)

THE DIRECTORS(S) OF THE CORPORATION SHALL BE:

ANA CASTRO

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORP.

ARTICLE VII – CORPORATE CAPITALIZATION

7.1 THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, EACH SHARE HAVING THE PAR VALUE OF ONE DOLLAR (1.00).

7.2 NO HOLDER OF SHARES OF STOCK OF ANY CLASS SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO OR PURCHASE ANY ADDITIONAL SHARES OF ANY CLASS, OR ANY BONDS OR CONVERTIBLE SECURITIES OF ANY NATURE; PROVIDED, HOWEVER, THAT THE BOARD OF DIRECTOR(S) MAY, IN AUTHORIZING THE ISSUANCE OF SHARES OF STOCK OF ANY CLASS, CONFER ANY PREEMPTIVE RIGHT THAT THE BOARD OF DIRECTOR(S) MAY DEEM ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.

7.3 THE BOARD OF DIRECTOR(S) OF THE CORPORATION MAY AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREFTER AUTHORIZED FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTOR(S) MAY DEEM ADVISABLE, SUBJECT TO SUCH RESTRICTIONS OR LIMITATIONS, IF ANY, AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION,

7.4 THE BOARD OF DIRECTOR(S) OF THE CORPORATION MAY, BY RESTATED ARTICLES OF INCORPORATION, CLASSIFY OR RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY SETTING OF CHANGING THE PREFERENCES, CONVERSIONS OR THE RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR TERM OR CONDITIONS OF REDEMPTION OR THE STOCK.

ARTICLE VIII – SUB-CHAPTER S CORPORATION

THE CORPORATION MAY ELECT TO BE AN S CORPORATION, AS PROVIDED IN SUB-CHAPTER S OF INTERNAL REVENUE CODE OF 1986 AS AMENDED.

8.1 THE SHAREHOLDERS OF THIS CORPORATION MAY ELECT AND, IF ELECTED, SHALL CONTINUE SUCH ELECTION TO BE AN S CORPORATION AS PROVIDED IN SUB-CHAPTER S OF INTERNAL REVENUE CODE OF 1986, AS AMENDED, UNLESS THE SHAREHOLDERS OF THE CORPORATION UNANIMOUSLY AGREE OTHERWISE IN WRITING.

8.2 AFTER THIS CORPORATION HAS ELECTED TO BE AN S CORPORATION, NONE OF THE SHAREHOLDERS OF THIS CORPORATION, WITHOUT THE WRITTEN CONSENT OF ALL THE SHAREHOLDERS OF THIS CORPORATION SHALL TAKE ANY ACTION, OR MAKE ANY TRANSFER OR OTHER DISPOSITION OF THE SHAREHOLDERS' SHARES OF STOCK IN THE CORPORATION, WHICH WILL RESULT IN THE TERMINATION OR REVOCATION OF SUCH ELECTION TO BE AN S CORPORATION, AS PROVIDED IN SUB-CHAPTER S OF THE INTERNAL REVENUE CODE 1986, AS AMENDED.

8.3 ONCE THE CORPORATION HAS ELECTED TO BE AN S CORPORATION, EACH SHARE OF STOCK ISSUED BY THIS CORPORATION SHALL CONTAIN THE FOLLOWING LEGEND:

“THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE CANNOT BE TRANSFERRED IF SUCH TRANSFER WOULD VOID THE ELECTION OF THE CORPORATION TO BE TAXED UNDER SUB-CHAPTER S OF THE INTERNAL REVENUE OF 1986, AS AMENDED”

ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT

ALL OF THE SHARES OF STOCK OF THIS CORPORATION MAY BE SUBJECT TO A SHAREHOLDERS' RESTRICTIVE AGREEMENT CONTAINING NUMEROUS RESTRICTIONS ON THE RIGHTS OF SHAREHOLDERS OF THE CORPORATION AND TRANSFERABILITY OF THE SHARES OF STOCK OF THE CORPORATION. A COPY OF THE SHAREHOLDERS' RESTRICTIVE AGREEMENT, IF ANY IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE X – POWERS OF CORPORATION

THE CORPORATION SHALL HAVE THE SAME POWERS AS AN INDIVIDUAL TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO ANY LIMITATIONS OF RESTRICTIONS IMPOSED BY APPLICABLE LAW OR THESE ARTICLES OF INCORPORATION.

ARTICLE XI – REGISTERED OWNERS(S)

THE CORPORATION, TO THE EXTENT PERMITTED BY LAW, SHALL BE ENTITLED TO TREAT THE PERSON IN WHOSE NAME ANY SHARE OF RIGHT IS REGISTERED ON THE BOOKS OF THE CORPORATION AS THE OWNER THERETO, OFR ALL PURPOSES, AND EXCEPT AS MAY BE AGREED IN WRITING BY THE CORPORATION, THE CORPORATION SHALL NOT BE BOUND TO RECOGNIZE ANY EQUITABLE OR OTHER CLAIM TO, OF INTERESTIN, SUCH SHARE OR RIGHT ON THE PART OF ANY OTHER PERSON, WHETHER OR NOT THE CORPORATION SHALL HAVE NOTICE THEREOF. THE INITIAL ADDRESS OF REGISTERED OFFICE OT THIS CORPORATION ANA CASTRO, CHARTERED, LOCATED 17561 S.W. 145 AVE. MIAMI, FLORIDA 33177. THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION IS ANA CASTRO CHARTERED, 17561 S.W. 145 AVE. MIAMI, FL. 33177.

ARTICLE XII - BYLAWS

THE BOARD OF DIRECTOR(S) OF THE CORPORATION SHALL HAVE POWER, WITHOUT THE ASSENT OF VOTE THE SHAREHOLDERS, TO MAKE, ALTER, AMEND OF REPEAL THE BYLAWS OF THE CORPORATION, BUT THE AFFIRMATIVE VOTE OF A NUMBER OF DIRECTOS(S) EQUAL TO A MAJORITY OF THE NUMBER WHO WOULD CONSTITUTE A FULL BOARD OF DIRECTOR(S) AT THE TIME OF SUCH ACTION SHALL BE NECESSARY TO MAKE ANY ACTION FOR THE MAKING, ALTERATION, AMENDMENT OF REPEAL OF THE BYLAWS.

ARTICLE XIII – EFFECTIVE DATE

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OT THE SECRETARY OF STATE OF FLORIDA.

ARTICLE XIV – AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR IN ANY AMENDMENT HERETO, OR TO ADD ANY PROVISION TO THESE ARTICLES OF INCORPORATION OR TO ANY AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER PRESCRIBED OR PERMITTED BY THE PROVISIONS OF ANY APPLICABLE STATUTE OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS

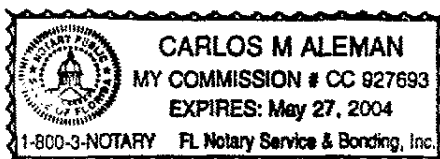
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IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO ARE GRANTED **03 MAY 30 AM 7:**
SUBJECT TO THIS RESERVATION.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I HAVE REHEUNTO SET MY HAND AND SEAL ACKNOWLEDGED
AND FILE THE FOREGOIN ARTICLES OF INCORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA THIS _____

BY: 
CARLOS M. ALEMAN



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

ANA CASTRO CHARTERED, HAVING A BUSINESS OFFICE IDENTICAL WITH THE
REGISTERED OFFICE OF THE CORPORATION NAME ABOVE, AND HAVING BEEN
DESIGNATED AS THE REGISTERED AGENT IN THE ABOVE AND FOREGOING ARTICLES
OF INCORPORATION, IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE
POSITION OF REGISTERED AGENT UNDER THE APPLICABLE PROVISIONS OF THE
FLORIDA STATUTES.

BY: 
ANA CASTRO