

PC 3000-074692

(Requestor's Name)

Marie Raymond

12045 NW 22nd Avenue  
Miami, FL 33167

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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W03-19380  
8/7/4



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 9, 2003

MARIE RAYMOND  
12045 NW 22ND AVE.  
MIAMI, FL 33167

SUBJECT: F AND M SALES, INC.  
Ref. Number: W03000019320

We have received your document for F AND M SALES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 003A00040588

ARTICLES OF INCORPORATION  
OF

**Fritz and Marie Sales, Inc.**

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is:

**Fritz and Marie Sales, Inc.**

a Florida Corporation.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock, each with a value of \$1.00 which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FL

#### **ARTICLE VI - STATUS**

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

#### **ARTICLE VII - TERMS**

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

#### **ARTICLE VIII - 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/she** already holds, shall have the right to purchase **his/her** pro rata share thereof  
  
(as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE IX - PRINCIPAL OFFICE AND RESIDENT AGENT**

The address of the principal office and the initial street address, in this state, for this Corporation is: 12045 NW 22nd Avenue  
Miami, Florida 33167  
  
and the name and address of the initial registered agent of this corporation is:

Marie Raymond  
12045 NW 22nd Avenue  
Miami, Florida 33167

## **ARTICLE X - INITIAL BOARD OF DIRECTORS AND INCORPORATORS**

This corporation shall have at least one (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders.

The name and address of the initial incorporator who is signing these articles of this corporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Marie Raymond	12045 NW 22nd Avenue Miami, Fl 33167
Fritzner Raymond	12045 NW 22nd Avenue Miami, Fl 33167

## **ARTICLE XI - INITIAL OFFICERS**

The names and post office address of the first officer and director of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its

existence or until their successors are elected and qualified, are as follows:

Marie Raymond	
12045 NW 22nd Avenue Miami, Florida 33167	President
Fritzner Raymond	
12045 NW 22nd Avenue Miami, Fl 33167	Secretary/Treasurer

## **ARTICLE XII - INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which **he/she** is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not **he/she** is a Director or Officer of the corporation at the time **he/she** is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon **them**) except in relation to matters as to which **he/she** shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of **his/her** duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE XIII - DISCLOSURE**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that **he/she** or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

#### **ARTICLE XIV - BY LAWS**

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

#### **ARTICLE XV - AMENDMENTS**

An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

#### **ARTICLE XVI - INDEBTEDNESS**

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

**IN WITNESS WHEREOF**, the undersigned subscriber has made, executed, subscribed and acknowledged these Articles of Incorporation on the 30th day of June, 2003 for the purpose of forming this, a Sub-Chapter "S" corporation under the laws of the State of Florida.

Marie Raymond  
12045 NW 22nd Avenue  
Miami, Florida 33167

Marie Raymond

Signature

\_\_\_\_\_ Date

Fritzner Raymond  
12045 NW 22nd Avenue  
Miami, FL 33167

Fritzner Raymond

Signature

\_\_\_\_\_ Date

**STATE OF FLORIDA** )

**COUNTY OF MIAMI-DADE** )

**PERSONALLY APPEARED BEFORE ME**, the undersigned authority,, duly authorized to administer oaths and take acknowledgements, Marie Raymond and Fritzner Raymond, to me known to be the Incorporator described in the foregoing Articles of Incorporation, and acknowledged the same and after being first duly sworn, upon their oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth therein.

Marie Raymond

Marie Raymond

Fritzner Raymond

Fritzner Raymond

**SWORN TO AND SUBSCRIBED BEFORE ME** this 30th day of June 2003.

VRF  
NOTARY PUBLIC, State of Florida

My Commission Expires: 3/30/2007



Vincent R. Finlay  
My Commission 00190190  
Expires March 30, 2007



STATE OF FLORIDA  
DEPARTMENT OF THE SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

Marie Raymond  
12045 NW 22nd Avenue  
Miami, Florida 33167

The following is submitted, in compliance  
with Chapter 48.091, Florida Statutes:

FIRST THAT **Fritz and Marie Sales, Inc.** desiring to organize or  
qualify under the Laws of the State of Florida, with its principal place of business at the County of Miami-  
Dade, State of Florida, has named Marie Raymond located at 12045 NW 22nd Avenue, Miami,  
Florida 33167,  
County of Miami-Dade, State of Florida, as its agent to accept service of process within Florida.

DATED: 30th day of June, 2003.

  
Marie Raymond

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SECRETARY OF STATE  
TALLAHASSEE, FLA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS  
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED this 30th day of June, 2003.

  
Marie Raymond

Whose address is: 12045 NW 22nd Avenue  
Miami, Florida 33167

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this 30th day of June, 2003, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Marie Raymond and Fritzner Raymond, acknowledged to and before me that they signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of **Fritz and Marie Sales, Inc.** for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires: 3/30/2007

