

P03000082200

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

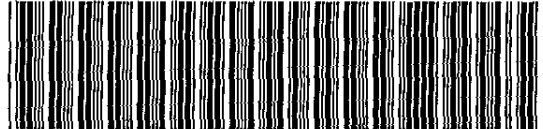
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000021529400

07/28/03--01016--004 **87.50

RECEIVED
03 JUL 28 AM 9:41
DIVISION OF CORPORATION

FILED
03 JUL 28 PM 1:08
TOLSON
ALLEN

gsh

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

KWS International Inc

Signature _____

Requested by: SW

Name _____

Date 7/28

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

☒ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**ARTICLES OF INCORPORATION
OF
KWS International, Inc.**

FILED
03 JUL 29 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is KWS International, Inc., and its mailing address is 1499 West Palmetto Park Road, Suite 304, Boca Raton, Florida 33486

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in investment and sales and any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

1. Number of Shares. The maximum number of shares of all classes of stock which this Corporation is authorized to issue or be here outstanding at any time shall be 6,000 shares, which shall be divided in classes as follows.

- a. Not more than 5,000 shares of common stock of \$.01 per value per share, which shall be, designated "Common Stock".
- b. Not more than 1,000 shares of Preferred Stock of \$1.00 per value per share, which shall be, designated "Preferred Stock".

2. Common Stock. Each holder of Common Stock shall have one vote per share of such stock held, upon the payment fixed for the issuance of said stock, whether such payment is made in money or in property to be exchanged thereof at a reasonable valuation. Said stock shall be fully paid and non-assessable.

3. Preferred Stock. The designations, powers, preferences, and rights, and the qualifications, limitations, or restrictions of the Preferred Stock shall be as follows.

Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set arise, before any such payment shall be made to the holders of Common Stock.

The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers and with such designations, preferences and relative participating, optional or other rights, qualifications, limitations or restrictions, as shall be stated and expressed in the resolution and resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment thereto or prohibitive by law, including the following.

- a. The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased except where otherwise provided by the Board of Directors in creating such series) or decreased but not below the number of shares thereof then outstanding from time to time by the Board of Directors, and
- b. The rate or manner of payment of dividends on shares of each such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and
- c. Whether the shares of such series can be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, and the terms and conditions of redemption; and
- d. The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and
- e. The sinking fund provisions, if any, for the redemption of purchase or shares of such series, and
- f. The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, or any other securities, and the terms and conditions of such conversion or exchange, and

- g. The voting rights, if any, whether full or limited, of the shares of such series, provided, however, that the voting rights of such Preferred Stock shall not exceed one vote per share thereof and no share shall have any voting rights until the payment thereof shall have been received by the Corporation.

Except in respect of the particulars that may be fixed by the Board of Directors as provided above in the Article IV, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of the series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the corporations, such shares shall be deemed to be fully paid and non-assessable.

4. No Preemptive Rights. No stockholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for or take any part of any stock, whether common or preferred, of any part of any notes, debentures, bonds or other securities convertible in to or carrying options to purchase the stock of this corporation whether issued or unissued, and any securities of this corporation may at any time be issued, optioned for sale, sold or disposed of by this Corporation pursuant to resolution of its Board of Directors to such person or persons and upon such terms as the Board may deem proper without first offering such securities or any part thereof to existing stockholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation is Bruce W. Keihner.

ARTICLE VI

INITIAL DIRECTORS

The Corporation shall initially have two directors. The number of directors may be either increased or diminished from time in accordance with the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Name:

Address:

Mauricio Quijada

1499 W. Palmetto Park Road, Suite 304
Boca Raton, Florida 33486

Bruce W. Keihner

150 Alhambra Circle, Suite 800\
Coral Gables, Florida 33134

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if director or directors have abstained from voting because of an interest in the matter to be voted on, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII **VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further the power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE X **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XI **DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XII **INDEMNIFICATION**

This Corporation shall indemnify and hold harmless any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by the law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees (which may be advanced), actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal,

administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

SPECIAL PROVISIONS

The following special provisions shall govern this Corporation:

- a. No person shall be required to own, hold or control stock in this Corporation as a condition precedent to holding an office or directorship in this Corporation.
- b. No contract or other transaction between the Corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporation or entity, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, entity, or corporation, in the absence or fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm, entity or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, entity, or other corporation in which he may be in any way interested.

ARTICLE XIV

INCORPORATOR

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

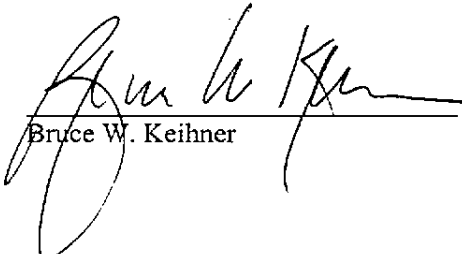
Name:

Bruce W. Keihner

Address:

150 Alhambra Circle, Suite 800
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of July 2003.



Bruce W. Keihner

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS:

On this 25th day July 2003, before me, the undersigned Notary Public of the State of Florida, personally appeared Bruce W. Keihner, whose name is subscribed to the within instrument, and he acknowledges that he executed it.

WITNESS my hand and official seal.

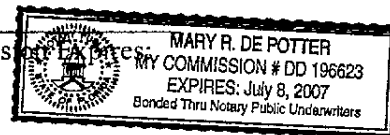
Mary R. DePotter
Mary R. DePotter

Print Name:

NOTARY PUBLIC, STATE OF FLORIDA

[Notary Public Seal of Office]

My Commission Expires:



☒ Personally known to me, or

☐ Produced identification: Driver's License

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH

That KWS International, Inc. desiring to organize under the laws of the State of Florida, has named Bruce W. Keihner, 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.0505, Florida Statutes.

Dated this 25th day of July 2003.

REGISTERED AGENT:

Bruce W. Keihner
Bruce W. Keihner