

P03000134493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

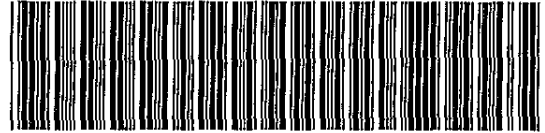
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500024519585

11/10/03--01076--006 \*\*78.75

FILED  
03 NOV 10 PM 4:07  
SECRETARY OF STATE  
MONTGOMERY, AL



ARTICLES OF INCORPORATION

**FILED**

of

03 NOV 10 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***GUILLIN METAL & WOODWORKS, INC.***

The undersigned person, acting as incorporator of a Corporation for Profit organized under the laws of Florida (Chapter 607 of the Florida Statutes), hereby adopt the following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

***GUILLIN METAL & WOODWORKS, INC.***

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

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

3006 NW 4<sup>th</sup> TER #3  
Pompano Beach, FL 33064

**ARTICLE III - 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 A. Rezende  
822 SE 9<sup>th</sup> ST - Palm Plaza  
Deerfield Beach, FL 33441

**ARTICLE IV - NATURE, PURPOSE and POWER of BUSINESS**

The purpose of the corporation is to engage in any Metal & Woodwork finishing including but not limited to Trim Carpentry Services for light construction for Commercial and Residential Customers activity lawfully permitted by the laws of the United States of America and this state.

The Corporation shall have the same power as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

*(MR)*

**ARTICLE V - DURATION / TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE VI - CAPITAL STOCK / SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 Common Shares with a par value of \$0.10 per share.

**ARTICLE VII - SUBSCRIBERS / SHAREHOLDERS**

The name, street address and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
LINCON FAGUNDES OLIVEIRA	3006 NW 4 <sup>th</sup> TER #3 Pompano Beach, FL 33064	10,000

**ARTICLE VIII - DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

LINCON FAGUNDES OLIVEIRA	3006 NW 4 <sup>th</sup> TER #3 Pompano Beach, FL 33064
--------------------------	---

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 IX - BYLAWS**

The majority of the voting members of the Board of Directors (it must be 51% of the total voting members) shall have power, without the assent or vote of the shareholders, to make, to alter, to amend or to repeal the BYLAWS of this Corporation.

**ARTICLE X - 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 XI - 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.

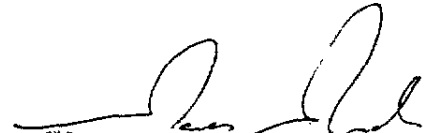

**EXECUTION OF WRITTEN INSTRUMENTS.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, 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.

  
\_\_\_\_\_  
LINCON FAGUNDES OLIVEIRA - Director - President - Incorporator

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

  
  
MARCOS A. REZENDE  
MY COMMISSION # DD 146554  
EXPIRES: September 20, 2006  
Bonded Thru Budget Notary Services

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 05<sup>TH</sup> day of November, 2003

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

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

  
\_\_\_\_\_  
Marcos A. Rezende

03 NOV 10 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

