

PO3000143105

(Requestor's Name)

CLARO C. PAZ  
10271 S.W. 49<sup>TH</sup> ST  
MIAMI, FL. 33165

(Address)

(City/State/Zip/Phone #)

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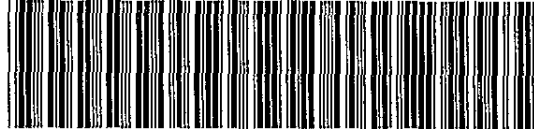
(Business Entity Name)

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**ARTICLES OF INCORPORATION**

**OF**

**CLARO DOOR INSTALLATION, 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 CLARO DOOR INSTALLATION, INC. (HEREINAFTER, "CORPORATION").**

**ARTICLE II – PURPOSE OF BUSINESS**

**THE CORPORATION SHALL ENGAGE IN THE PRACTICE OF SERVICE.**

**ARTICLE III – PRINCIPAL OFFICE**

**THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 10271 S.W. 49<sup>TH</sup> ST. MIAMI, FL. 33165 AND MAILING ADDRESS IS THE SAME.**

**ARTICLE IV – INCORPORATOR**

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

**CLARO C. PAZ  
10271 S.W. 49<sup>TH</sup> ST  
MIAMI, FL. 33165**

**ARTICLE V – OFFICERS**

**THE OFFICERS OF THE CORPORATION SHALL BE:**

**PRESIDENT: CLARO C. PAZ  
SECRETARY: MARIA PAZ  
TREASURER: CLARO C. PAZ**

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

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## **ARTICLE VI – DIRECTOR(S)**

**THE DIRECTORS(S) OF THE CORPORATION SHALL BE:**

**CLARO C. PAZ AND MARIA PAZ**

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

## **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; PROVIDE, 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 DIRECTORS(S) MAY DEEM ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.**

**7.3 THE BOARD OF DIRECTORS(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 DIRECTORS(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 DIRECTORS(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 RIGHT, 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 AS 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 CODE OF 1986, AS AMENDED"**

#### **ARTICLE IX – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

**ALL THE SHARES OF STOCK OF THIS CORPORATION MAY BE SUBJECT TO A SHAREHOLDERS' RESTRICTIVE AGREEMENT CONTAINING NUMEROUS RESTRICTIONS ON THE RIGHT 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 OR 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, OR 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, WHETER OR NOT THE CORPORATION SHALL HAVE NOTICE THEREOF. THE INITIAL ADDRESS OF REGISTERED OFFICE OF THIS CORPORATION CLARO C. PAZ CHARTERED, LOCATED 10271 S.W. 49<sup>TH</sup> ST, MIAMI, FL. 33165. THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION IS CLARO C. PAZ 10271 S.W. 49<sup>TH</sup> ST., MIAMI, FL. 33165.**

#### **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 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 OFSUCH 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 OF THE SECRETARY OF STATE OF FLORIDA.**

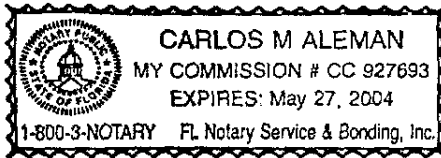
#### **ARTICLE XIV – AMENDMENT**

**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 RIGHS CONFERRED UPON SHAREHOLDERS IN THESE ARTICLES OF INCORPORAION OR ANY AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.**

IN WITNESS WHEREOF, I HAVE REHEUNTO SET MY HAND AND SEAL  
ACKNOWLEDGED AND FILE THE FOREGOIN ARTICLES OF INCORPORATION  
UNDER THE LAW OF THE STATE OF FLORIDA THIS\_\_\_\_\_.

BY: \_\_\_\_\_

CARLOS M. ALEMAN



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION.

CLARO C. PAZ CHARTERES, HAVING A BUSINESS OFFICE IDENTICAL WITH  
THE REGISTERED OFFICE OF THE CORPORATION NAME ABOVE, AND HAVING  
BEEN DESIGNATE 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: \_\_\_\_\_

CLARO C. PAZ

REGISTERED AGENT/INCORPORATOR

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