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*Effective Date  
5-11-04*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 17 PM 4:05

A EXECUTIVE LIMOUSINE, Inc.  
13549 BRIGHTSTONE STREET  
WEST PALM BEACH, FL 33414  
(561) 351-1187

\*\*\*\*\*

May 11, 2004

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: A Executive Limousine, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee and Certified Copy.

Paul Rocco  
13549 Brightstone St.  
West Palm Beach, FL 33414  
(561) 351-1187

# **ARTICLES OF INCORPORATION OF A EXECUTIVE LIMOUSINE, INC.**

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be:

**A Executive Limousine, Inc.** (hereinafter, "Corporation")

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailing address is:

13549 Brightstone St.

West Palm Beach, FL 33414

and the mailing address is the same.

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The Corporation shall engage in any activity or business permitted under the laws of the United States of the State of Florida.

### **ARTICLE IV SHARES**

The number of shares of stock is:

IV.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

IV.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.

IV.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 hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter 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.

IV.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

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or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividend, qualifications, or term or conditions of redemption of the stock.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

President:	Paul Rocco	13549 Brightstone St. West Palm Beach, FL 33414
Secretary:	Paul Rocco	13549 Brightstone St. West Palm Beach, FL 33414
Treasurer:	Paul Rocco	13549 Brightstone St. West Palm Beach, FL 33414

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** of the registered agent is:

Paul Rocco 13549 Brightstone St. West Palm Beach, FL 33414

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 performance of my duties and I accept the duties and obligations of Florida Statutes.

Date: May 11, 2004

Signed

  
Paul Rocco

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Paul Rocco  
13549 Brightstone St.  
West Palm Beach, FL 33414

**ARTICLE VIII SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended

VIII.1 The share holders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

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VIII.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 of 1986, as amended.

VIII.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 Code of 1986, as amended."

#### **ARTICLE IIX POWERS OF CORPORATION**

The Corporation shall have the same power 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 IX TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE X REGISTERED OWNERS(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for 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, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XI BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, but the affirmative vote of a number of Directors 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 take any action for making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE XII EFFECTIVE DATE**

These Articles of Incorporation shall be effective the 11<sup>th</sup> day of May 2004.

**ARTICLE XIII AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

***IN WITNESS WHEREOF***, the undersigned. As subscribing incorporator(s) have hereunto set our hands and seals, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of state, Florida, these articles of incorporation, and certify that the facts stated herein are true.

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Paul Rocco, Incorporator

May 11, 2004