

P04000113277

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

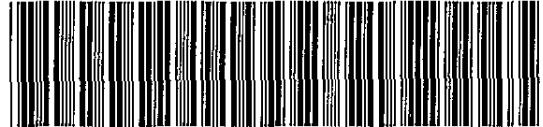
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600039611376

FILED  
04 AUG -3 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

URL/03/04--01016--017 \*\*315.00

RECEIVED  
04 AUG -3 PM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

FILED

01 AUG -3 PM 12:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Heritage First Investment Group, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# Article of Incorporation of HeritageFirst Investment Group, Inc.

FILED  
04 AUG -3 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to this ARTICLES OF INCORPORATION a natural person(s) competent to contract form a corporation under the laws of the State of Florida.

## Article One

The name and address of this business corporation shall be:

**HeritageFirst Investment Group, Inc.**  
1825 Ponce De Leon Blvd Suite 373  
Coral Gables, Florida 33134

## Article Two

The purpose of this corporation shall be:

1. To purchase, to receive by way of gift, subscribe for , invest in, and in all ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment, or otherwise use, enjoy exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real , personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, chosen in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest

PL  
P.A.

in or indebtedness of a person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof document of title, and accompanying rights and every other kind and character of personal property, real property (improved or unimproved) and the product and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, characters, concessions, grants, rights, power of privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, power, privileges and immunities of individual owners or holders thereof.

2. To hire and employ agents, servants, and employees and to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
3. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.
4. To let concessions to other to do any of the things that this corporation is empowered to do, and enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.
5. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and exercise all powers conferred by the laws of this State of Florida for corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.
6. To engage in any activity or business permitted under the laws of the United States or the State of Florida.

*[Handwritten signature]*  
*[Handwritten initials]*

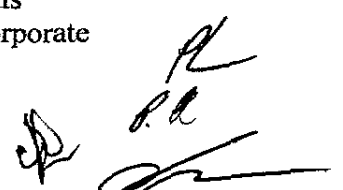
### Article Three

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: **UPON ACCEPTANCE BY THE SECRETARY OF STATE.**

### Article Four

#### Capital Stock

- A. Designation: The Stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this Corporation may issue is: (100,000) SHARES
- C. Par-Value: Each share of common stock shall have a par value of : One (\$1.00) DOLLAR.
- D. Considerations: Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assess ability: Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the corporation.
- G. Dividends: Records holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation: Holders of common stock are entitled. In the event of the liquidation of dissolution of this corporation, to receive their pro-rate share of any assets of this corporation remaining after payment of all corporate debts and obligations.



- I. Right of First Refusal: In order to avoid for one of the original shareholders to sell to another and becoming majority. In the event that any one of the Stockholders wants to sell its shares, the Corporation will have the right to purchase them at their appraised value and divided them among the remainder stock holders in equal parts.

## **Article Five**

### **Minimum Capital**

The amount of capital with which the corporation shall begin shall not be less than:  
**ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS.**

## **Article Six**

### **Corporate address**



This initial Post Office address of the principal office of this corporation in the State of Florida is: 1825 Ponce De Leon Blvd Suite 373 Coral Gables, Florida 33175

## **Article Seven**

### **Number of Directors and Stockholder Shares**

This corporation shall have two (6) Directors initially, although the number of Directors may increase or diminish from time to time by the stockholder but shall never be less than one.

Wilfred A. Brown	20,000	SHARES
Vernon Walcott	20,000	SHARES
Pedro Lopez	20,000	SHARES
Alex Lopez	20,000	SHARES
Armando J. Hernandez	10,000	SHARES
Pedro A. Romero	10,000	SHARES

PL  
J. R.  
  


**Article Eight**  
First Board of Directors

<b>PRESIDENT/CEO</b>	Wilfred A. Brown
<b>SENIOR VICE-PRESIDENT/CHIEF OPERATING OFFICER</b>	Vernon Walcott
<b>SENIOR VICE-PRESIDENT/CHIEF FINANCIAL OFFICER</b>	Pedro Lopez
<b>SENIOR VICE-PRESIDENT/TREASURE</b>	Alex Lopez
<b>SENIOR VICE-PRESIDENT/SECRETARY</b>	Armando J. Hernandez
<b>SENIOR VICE-PRESIDENT/INVESTMENT</b>	Pedro A. Romero

**Article Nine**  
Subscribers Address

The name and address of the subscribers of these Articles of Incorporation shall be:

1825 Ponce De Leon Blvd Suite # 373 Coral Gables, Florida 33134

Wilfred A. Brown  
Vernon Walcott  
Pedro Lopez  
Alex Lopez  
Pedro A. Romero  
Armando J. Hernandez

**Article Ten**  
Amendment

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**Article Eleven**  
Resident Agent

The Resident Agent of this corporation is:

Pedro Lopez      1825 Ponce De Leon Blvd. Suite 373   Coral Gables, Florida 33134

The Corporation may change its resident agent and principal office any time.

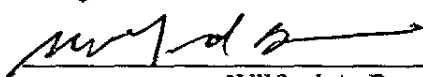


desiring to organize under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, as named:

**Pedro Lopez**  
**1825 Ponce De Leon Blvd. Suite # 373 Coral Gables, Florida 33134**

as its agent to accept service of process within this state:

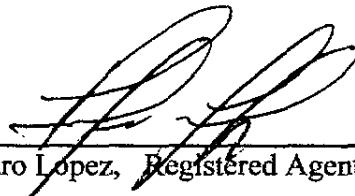
Dated: August 2, 2004



Wilfred A. Brown  
President/CEO

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.**

Dated: August 2, 2004



Pedro Lopez, Registered Agent

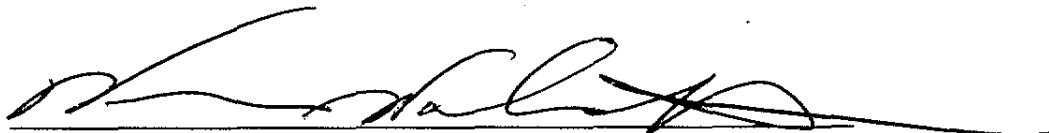
FILED  
04 AUG -3 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

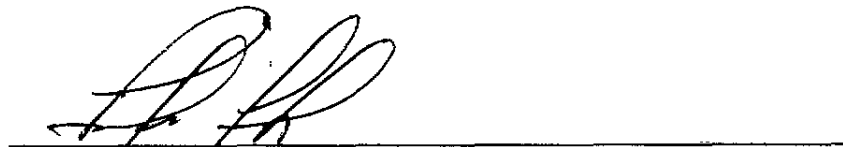





IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.  
DATE: August 2, 2004

  
\_\_\_\_\_  
Wilfred A. Brown  
President/CEO

  
\_\_\_\_\_  
Vernon Walcott  
Senior Vice-President/Chief Operating Officer

  
\_\_\_\_\_  
Pedro Lopez  
Senior Vice-President/Chief Financial Officer

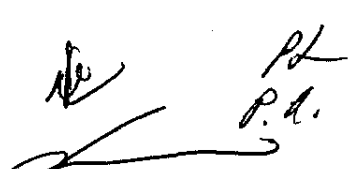
  
\_\_\_\_\_  
Pedro A. Romero  
Senior Vice-President/Investment

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

1825 Ponce De Leon Blvd. Suite 373 Coral Gables, Florida 33134

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**HeritageFirst Investment Group, Inc.**

  
P.A.  
P.A.