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LAW OFFICES OF CARLOS ZARZIVAN
Suite 315
2701 South Bayshore Drive
Miami, FL 33133

(City/State/Zip/Phone #)

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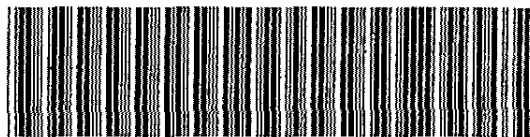
(Business Entity Name)

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ARTICLES OF INCORPORATION

OF

THE LAW OFFICES OF CARLOS ZALDIVAR, P.A.

A PROFESSIONAL CORPORATION

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purposes of forming a professional services corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, of the Florida Professional Services Corporation Act, does hereby adopt the following Articles of Incorporation:

I. Name

The name of the corporation shall be: **THE LAW OFFICES OF CARLOS ZALDIVAR, P.A.**

II. Purpose

The general nature and purpose of the business to be transacted, promoted and carried on by the Corporation are as follows:

1. To engage in every aspect of the practice of Law, and all its respective areas of practice, as are engaged in by Licensed Practitioners.
2. To engage in and render the professional services involved only through its officers, agents and employees who shall be licensed to practice law in the State of Florida, i.e. members, in good standing, of the Florida Bar.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.
4. To do everything necessary and proper in accomplishing the purpose herein set forth and to do everything incidental thereto which is not forbidden under the laws of the State of Florida.

III. Capital Stock

1. The number of shares of stock that this corporation is authorized to have outstanding

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at any time is 500 shares of stock at \$1.00 par value.

2. Shares of the corporation common stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized by the Florida Bar to render the same professional services as this corporation.

IV. Capital

The amount of capital with which this corporation shall begin business shall be not less than \$500.00 (Five Hundred Dollars).

V. Duration

The existence of this corporation shall be perpetual.

VI. Corporate Address

The principal office of this corporation shall be located at:

**2701 South Bayshore Drive
Suite 315
Miami, FL 33133**

VII. Incorporators

The name and address of the incorporator is:

**Carlos Zaldivar
2701 South Bayshore Drive
Suite 315
Miami, FL 33133**

VIII. Directors

The Board of Directors of this corporation shall consist of at least one member. The name and address of the Board member and his address

**Carlos Zaldivar
2701 South Bayshore Drive
Suite 315
Miami, FL 33133**

IX. Registered Agent

The registered agent and registered office for this corporation is:

**Carlos Zaldivar
2701 South Bayshore
Suite 315
Miami, FL 33133**

X. Interested Directors and Officers

A director or officer of the corporation shall not be disqualified from office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the corporation or in respect to any act of the corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his convincing evidence and proof to the contrary.

XI. Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepted employment that places restrictions or limitations on his continued rendering of such

professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholders, purchase such shareholders shares and pay him/her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

XII. Indemnification

The Corporation shall indemnify each of its officers, directors and employees, whether or not then in office, and his or her heirs and legal representative against all expenses, judgements, decrees, fines, penalties, or toher amounts paid in satisfaction of, in settlement of, or in connection with, the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee;

(A) Was not grossly negligent in his or her duty to the corporation, nor guilty of intentional misconduct in the performance of duties to the corporation;

(B) Acted in good faith in what he or she reasonably believed to be in the best interest of the corporation; and

(C) In any matter subject to criminal action, suit, or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened the action, suit or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the corporation may make a written demand on the Board of Director, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making demand, in which case service may be made on any other officer of the corporation). If the Board of Directors does not, within 90 days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee may, withing one hundred twenty (120) days following the date of service of the demand, apply to the court of general jurisdiction in te county in which the corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of the above paragraph. If the

court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

XII. Dissolution

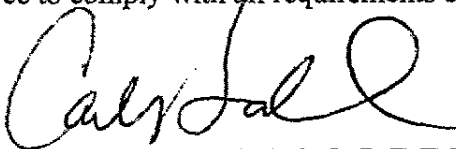
The Corporation maybe dissolved at any time in the following matter:

(1) by unanimous consent of the shareholders; or

(2) on the affirmative vote of the holders or at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote therein. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each to participate to the number of shares held by him.

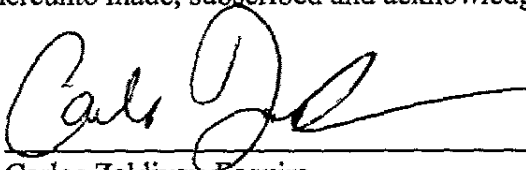
XIII. Acknowledgment and Consent of Registered Agent

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto:



Carlos Zaldivar, Esquire

IN WITNESS THEREOF, I, have hereunto made, subscribed and acknowledged these Articles of Incorporation.



Carlos Zaldivar, Esquire

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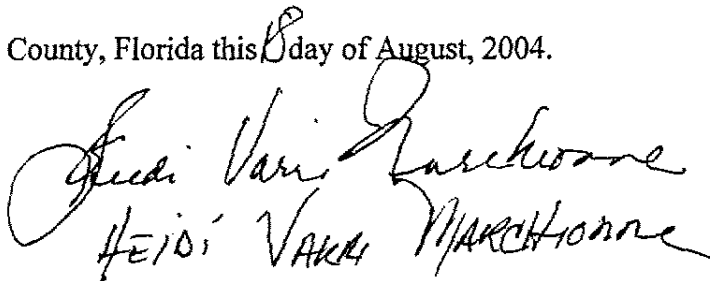
STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day personally appeared, Carlos Zaldivar, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth herein are true.

Witness my hand and seal at Miami, Dade County, Florida this 8 day of August, 2004.

My commission expires:


HEIDI VARRI MARCHIONNE

