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(Business Entity Name)

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2004 SEP 13 P 12:49

CLERK OF SUPERIOR COURT

9-24-04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 27, 2004

AGUSTIN DE GOYTISOLO PAQ. 2ND REJ. LETTER
600 BILTMORE WAY STE 1205
CORAL GABLES, FL 33134-7534

SUBJECT: COMMUNITY DEVELOPMENT COMPANY
Ref. Number: W04000031429

We have received your document for COMMUNITY DEVELOPMENT COMPANY and your check(s) totaling \$172.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As stated in my previous correspondence, you MAY NOT use the name of an existing active entity (see attached print out)

Unable to contact you by telephone, Friday, 8/27/04.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 104A00050802

AVELINO J. GONZALEZ, ESQ.

ATTORNEY AT LAW

TELEFAX
305.668.3545

TELEPHONE 305.261.4000

July 16, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **COMMUNITY DEVELOPMENT COMPANY**, filing of articles of
incorporation of Florida corporation for profit, and registering of
Fictitious Name.

Dear Sir/Madam:

Enclosed for filing please find originals of the Articles of Incorporation of a new
Florida corporation using the name of **COMMUNITY DEVELOPMENT COMPANY**
appreciating that you return a certified copy thereof once filed.

Also enclosed, related to this filing, are the following:

1. Application for Registration of the Fictitious Name: "CODECO" on behalf of this
corporation;
2. Check payable to the Department of State in the amount of \$202.50 to cover the
following fees:

Filing Fee of Articles of Incorporation	\$35.00
Registered agent designation	35.00
Certified Copy of the above filing	52.50
Fictitious Name filing fee	<u>50.00</u>
Total	<u>\$172.50</u>

Also enclosed is a self-addressed duly stamped envelope in order that you may
remit to me the above mentioned certified copy thereof and proof of the Fictitious
Name filing.

Appreciating to hear from you following the filing of the documents mentioned
above, do not hesitate to call me, if in doubt. Sincerely yours,

Avelino J. González, Esq.

Enc. (4)

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ARTICLES OF INCORPORATION
OF
COMMUNITY DEVELOPMENT COMPANY
OF MIAMI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

ARTICLE I - NAME

The name of the corporation is **COMMUNITY DEVELOPMENT COMPANY OF MIAMI**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation is initially located at 6780 Coral Way, 2nd floor, Miami FL 33155.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on the date of filing of these articles of incorporation, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue ten million (10,000,000) shares of common stock having a par value of One United States Cent (\$0.01), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor has been elected and qualified is:

Name of Director(s):

Avelino J. González

Director(s)' Address(es):

6780 Coral Way, 2nd floor, Miami FL 33155

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

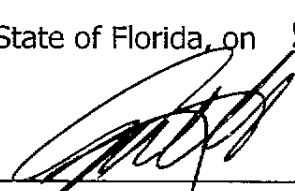
The subscriber to these Articles is Avelino J. González, Esq., whose offices are located as indicated in Article V above.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6780 Coral Way, 2nd floor, Miami FL 33155 and the name of the initial registered agent of the

Corporation is Avelino J. González, Esq., that by these presents accepts his designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on 8/12, A.D. 2004.



AVELINO J. GONZALEZ
Incorporator

(SEAL)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **COMMUNITY DEVELOPMENT COMPANY OF MIAMI**
SECOND: The address of the Corporation is 6780 Coral Way, 2nd floor, Miami FL 33155

Corporate Officer Signature:
Title of Officer:


AVELNO J. GONZALEZ, ESQ.

Date of Execution:

8/12/A.D. 2004

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, WHICH IS NOT AN ATTORNEY, ACCOUNTANT OR FAMILY RELATION WITH THE CORPORATION, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


AVELNO J. GONZALEZ, ESQ..

Date of Execution: 8/12/A.D. 2004

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TALLAHASSEE, FLORIDA