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05/06/05--01095--011 **43.75

05 JUN - 1 AM 10:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Re 6/9/05
Amend.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 18, 2005

RECEIVED

05 MAY 31 /M

DEPARTMENT OF
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

LIANA PERNES-MUTHIG
TRANSYLVANIA MARBLE DESIGNS, INC.
5741 SW 55 ST
DAVIE, FL 33314

SUBJECT: TRANSYLVANIA MARBLE DESIGNS, INC.
Ref. Number: P05000053483

We have received your document for TRANSYLVANIA MARBLE DESIGNS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please correct the name of the corporation on page 6 of your document.

Please return 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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 105A00035660

RECEIVED
05 JUN -1 AM 8:00
DIVISION OF CORPORATIONS

Articles of Amendment
• to
Articles of Incorporation
of

Transylvania Marble Designs, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED

05 JUN -1 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P05000053483

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II amended. Added nature of business section.

Article III. Capital stock section added.

Article V amended. Added Term of existence.

Article VI, VII, VII, IX, X, XI added.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: May 2, 2005

Effective date if applicable: May 2, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

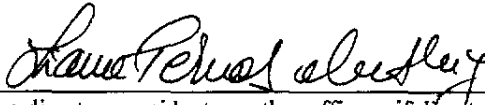
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2 day of May, 2005.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Liana Pernes-Muthig

(Typed or printed name of person signing)

Vice-president, Agent

(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION
OF
TRANSYLVANIA MARBLE DESIGNS, INC.

The undersigned incorporator(s) to these Articles of Incorporation is a natural person competent to contract in the State of Florida, hereby presents these Articles of Incorporation for the formation of the corporation under the laws of the State of Florida

To buy, sell, exchange, lease, subdivide, develop, improve, hold, mortgage or deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair and remodel buildings and structures of all types, including but not limited to residences, apartments, stores, warehouses, and office buildings, with all the usual and necessary rights and powers for all accomplishments of the foregoing.

ARTICLE I. NAME

The name of the corporation is **TRANSYLVANIA MARBLE DESIGNS, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- a) To engage in every activity of business permitted under the laws of the United States and the State of Florida
- b) To perform home and commercial installations of including but not limited to granite, ceramic and marble tile, with all the usual and necessary rights and powers for all accomplishments of the foregoing.
- c) To make, and perform contracts of every kind and description suitable, necessary, useful or advisable in connection with any or all of the objects herein set forth; to do any and all other acts and things and to exercise any and all other powers necessary, advisable, suitable and proper for the accomplishment of any or all of the purposes or the attainment of any or all of the objects of the furtherance of any or all of the powers herein set forth, either alone or associates with other corporations, firms, associations, or individuals, provided the same shall not be inconsistent with the laws of the State of Florida.
- d) To acquire the whole or any part of the good will, business, stock, assets, property, bonds, and rights of any and every nature of any person, firm, association or corporation doing business of similar characters as above; to pay

for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association, firm or individual engaged in a business of similar character as above or incidental hereto; and to continue any such business so acquired.

- e) To hold, purchase, or otherwise acquire or to interest in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds or other evidence debt issues or created by any other corporation and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes, securities, liabilities or other indebtedness of other corporations.
- f) To do and act in the foregoing and any part thereof as owner of on its own account, or as agent, broker, factor, or otherwise, and in general, to do and perform and any and all things and acts, and conduct and transact any and all other businesses which may be necessary, convenient, incidental or proper to the exercise of any and all of the foregoing purposes and business of corporation, and to do and perform and all things and acts, and have and exercise all of the rights, privileges, powers and franchises that corporation, of like nature organized under the laws of the State of Florida are empowered, authorized and permitted to do and perform.
- g) The foregoing clauses and provisions shall be constructed as purposes, objects and powers, and the foregoing specific statements and enumerations shall not be held to limit or restrict in any manner the power of corporation.

ARTICLE III. CAPITAL STOCK

- a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$1 par. Each director listed in section IX shall own fifty percent (50%) of this stock. As of this time of incorporation, there are two directors (owners) listed, hence the stock shall be allotted to 50% to each. The stock percentage distribution may change, based on and in agreement to Article VIII and/or Article IX, and/or partnership agreement (if such exists).
- b) The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors.
- c) Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code.
- d) Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive, any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock or other securities of this corporation convertible into stock of any class, and all such additional shares of stock and securities so subscribed to shall be issued to such stockholders in the same ration that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than FIVE HUNDRED DOLLARS (\$500.00) of paid-in capital.

ARTICLE V. TERM OF EXISTENCE

The corporation is to have perpetual existence

ARTICLE VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

**5741 SW 55 St.
Davie, FL 33314**

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased from time-to-time by-laws adopted by the stockholders, but shall never be less than ONE(1).

ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, any of all the stockholders of this corporation, may from time-to-time enter into such agreements as they deem expedient, relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation by filing a copy thereof with the secretary of corporation and a reference to such agreement shall be stamped, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX.

TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation of any individual or firm, shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X. REPLACING OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTORS

The name and address of the first Board of Directors are:

Pernes Augustin
351 Cambridge Rd, Bldg 9, Apt.204
Hollywood, FL 33024

Liana Pernes-Muthig
5741 SW 55th St.
Davie, FL 33314

The name and address of the second Board of Directors are:

N/A

ARTICLE XII. INCORPORATOR(S)

The name and address of the incorporator(s) to these articles of incorporation is as follows:

Pernes Augustin
351 Cambridge Rd, Bldg 9, Apt.204
Hollywood, FL 33024

Liana Pernes-Muthig
5741 SW 55th St.
Davie, FL 33314

ARTICLE XIII. AMENDMENT

These articles of incorporation may be amended in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the stock holders, and approved at a stockholders' meeting by a majority of the stock entitled to vote hereon.

ARTICLE XIV. INTIAL REGISTERED OFFICE AND AGENT

The street office of the initial registered office of this corporation is:
5741 SW 55th St., Davie, FL 33314 and the name of the registered agent of this corporation at that address is: **Liana Muthig**

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capital stock herein above named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file there Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth, and hereunto set my hand(s) and seal(s) this January 5, 2005.


Pernes Augustin


Liana Pernes-Muthig

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

First- **Transylvania Marble Designs, Inc.** -desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at **5741 SW 55 Street City of Davie; County of Broward; State of Florida** has named **Liana Muthig** located at **5741 SW 55 St, Davie FL 33314 City of Davie; County of Broward; State of Florida** as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above states corporation, at place designates in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office:

By


Liana Muthig (Registered Agent)