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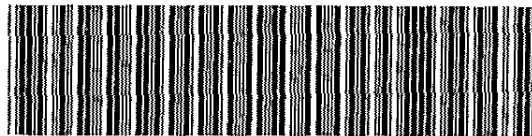
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

J. Shivers JUN 09 2005

W05.27460

TRANSMITTAL LETTER

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

SUBJECT: SPARTAN IMPORT CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
OBA L & G BILLIARDS AND GAMING EQUIPMENT

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Leo Garcia + James Lowery  
Name (Printed or typed)

5850 SW 52 Terrace  
Address

Miami, FL 33155  
City, State & Zip

305 962-3444  
Daytime Telephone number

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

### SPARTAN IMPORT CORPORATION

The undersigned subscriber to these Articles of Incorporation of Spartan Import Corporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of the corporation is Spartan Import Corporation .

#### ARTICLE II - LOCATION

The principal office of the corporation shall be 5850 SW 52 Terrace, Miami, FL 33155

#### ARTICLE III - PURPOSE

The corporation shall have perpetual existence except under the conditions of article XIII.

**Section 3.01:** Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any business permitted under the laws of the State of Florida and of the United States.
- b. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or these Articles of Incorporation

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**Section 3.02:** Powers. The corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Article of Incorporation, shall have and exercise the following powers:

- a. To have and exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell convey, acquire, own, operate exchange, lease improve, develop, mortgage, manage, and other wise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or other wise, either alone or in association with any other persons, firm, associations, or corporations, or to such extent as a corporation organized under the laws of the State of Florida may hereafter lawfully do, as a member of, or as the owner or holder of stock(s) of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, or any other firm or entity; and to a like extent in connection herewith, to make. Enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership individual or other entity.
- e. Each of the foregoing clauses of this section shall be construed as independent powers. And matters expressed in each clause shall not, unless other wise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of the general terms used in any of these clauses or the scope of the general powers of the Corporation. Created by them; nor shall the expression of thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

**Section 3.03:** Conducting Business in Other Jurisdictions. The corporation may conduct business and other wise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

**Section 3.04:** Carrying Out Purposes and Powers: The Board of Directors, subject to any specific written limitation or restriction imposed by the corporation laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the powers of the Corporation without the previous authorization or subsequent approval of the shareholders of the Corporation.

#### **ARTICLE IV – CAPITAL STOCK**

**Section 4.01:** Number of Authorized Shares. The maximum number of shares of stock that this corporation is authorized to have outstanding any time unless Board of Directors approves any subsequent issues of stock, is one-thousand (1,000) shares of common stock, each having a par value of two (\$2.00) dollars. The shares shall be distributed in the following manner.

500 shares - Leo Garcia of 5850 SW 52<sup>nd</sup> Terrace, Miami, Florida, 33155

500 shares - James Lowery of 10830 SW 79<sup>th</sup> Avenue, Miami, Florida 33156

**Section 4.02:** Voting Rights: Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provided however that before such designation is specifically made b the Board of Directors, said stack be deemed voting.

**Section 4.03:** Consideration for Stock. Authorized capital stock may be paid for in cash, service property at a just value to be fixed by the board of Directors of the Corporation at any regular or special meeting.

**Section 4.04:** Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

**Section 4.05:** Sale of Shares of Stock. The sale of stocks must be approved by a majority of the shareholders and they shall have the right to refuse the sale of any shares of stock.

## **ARTICLE V – REGULATION OF INTERNAL AFFAIRS**

**Section 5.01:** The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain provisions for the internal regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or these Articles of Incorporation.

**Section 5.02:** Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meetings in which contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**Section 5.03:** Unless unanimously approved by the Board of Directors, no Board Member may engage in commerce, transactions, negotiations, consultations; with any individual, corporation or agent that is similar in nature to the scope of the current business structure of the corporation.

**Section 5.04:** Unless approved by the Board of Directors, no Board Member may be permitted to form a corporation, partnership, sole proprietorship or conduct business by themselves in a manner that is detrimental to the business structure of the corporation.

**Section 5.05:** All information concerning the nature of corporation, its finances, sources of revenue and product procurement is considered proprietary in nature. No Board Member may divulge to any firm, agent or individual any of said information unless approved by the Board of Directors, requested by State or Federal Governmental agency request or by Court Order

**Section 5.06:** Changes in the fundamental basis to the corporation are required to be submitted to the Board of Directors in writing. Supporting comments with a financial analysis should be presented to implement a request for change. The Board of Directors reserves the right to review all petitions and shall be voted upon within sixty (60) after the submission date.


**Section 5.07:** Board Members, Corporate Officers and employees shall conduct themselves and a professional and courteous manner while conducting business for said Corporation. Drinking on the job, drug abuse heated arguments or sexual will be tolerated.

**Section 5.06:** Actions for violation of sections 5.03, 5.04 and 5.05. Any Board Member in violation of the aforementioned sections shall be assed a fine by the Board of Directors equal to the amount of monetary damages incurred by the corporation as a result their actions + 10%. If the Board Member is found to be in gross malfeasance, the Board of Directors can with a majority vote, elect to revoke all shares of stock registered to the said Board Member. The Board Member will be paid the par value of the stock in question and will no longer be entitled to any benefits of the corporation.

#### **ARTICLE VI – REGISTERED OFFICE AND AGENT**

**Section 6.01:** Registered Office. The address of the initial registered office of the Corporation shall be 5850 SW 52<sup>nd</sup> Terrance, Miami, Florida 33155

**Section 6.02:** Registered agent. This corporation has named Leo Garcia as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation, and to otherwise comply with all provision of said Act and all laws pertaining thereto.

  
Leo Garcia

#### **ARTICLE VII – FUNDAMENTAL CHANGES**

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- a. Merger or consolidation of the corporation
- b. Reduction or increase the stated capital of the Corporation.
- c. Sale of a major portion of the property or assets of the Corporation.

The affirmative vote of at least fifty –one percent (51%) of the issued and outstanding shares of capital stock shall be necessary for the dissolution or liquidation of the Corporation.

### **ARTICLE VIII – DIRECTORS**

This Corporation shall have two Directors initially: Leo Garcia, of 5830 SW 52<sup>nd</sup> Terrace, Miami, Florida 33155 and James Lowery, of 10830 SW 79<sup>th</sup> Avenue, Miami, Florida 33156. The persons named as initial Directors of the Corporation shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first. The number of Directors may be diminished or increased only with the affirmative vote of at least sixty percent (60%) of the issued and outstanding shares of capital stock, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

### **ARTICLE IX – OFFICERS**

The initial officers of this Corporation shall be as follows:

President – Treasurer: Leo Garcia 5830 SW 52<sup>nd</sup> Terrace, Miami, Florida 33155

Vice President – Secretary: James Lowery 10830 SW 79<sup>th</sup> Avenue, Miami, Florida 33156

To be appointed an Officer requires the affirmative vote of at least sixty percent (60%) of the issued outstanding shares of stock. Yearly elections shall be held for the officers of this Corporation

### **ARTICLE X – INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators is as follows:

Leo Garcia of 5830 SW 52<sup>nd</sup> Terrace, Miami, Florida 33155

James Lowery of 10830 SW 79<sup>th</sup> Avenue, Miami, Florida 33156

### **ARTICLE XI – INDEMNIFICATION**

This corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or Director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of directors for the benefit or on behalf of the Corporation.



## **ARTICLE XII – AMENDMENT**

This Corporation reserves the right to amend any provision of these Articles of Incorporation in a manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation. Any change to these articles must be approved by at least sixty percent (60%) of the issued and outstanding shares of capital stock.

## **ARTICLE XIII – LIQUIDATION AND DISSOLUTION OF CORPORATION**

The Corporation shall be liquidated and dissolved if fifty one percent (51%) of the issued outstanding shares of capital stock votes in the affirmative to liquidate and dissolve this corporation.

## **ARTICLE XIV – CONTRACT AND AGREEMENTS**

All contracts and agreements of this corporation shall require the approval of at least sixty percent (60%) of the issued and outstanding shares of capital stock.

## **ARTICLE XV – SURVIVORSHIP**

Survivorship: In the event that either of the incorporating partners, Leo Garcia or James Lowery becomes incapacitated and can no longer perform their duties of engaging in commerce for the Corporation or dies, the following procedure will be invoked by the remaining Board of Directors.

- a. The net worth or value of the capital stock (Corporate assets minus liabilities plus good will) of the incapacitated or deceased partner, must be calculated within 60 days after incapacitation or death, to the satisfaction of both parties, or by an independent accounting agency.
- b. The designated recipient(s) to the capital stock of the incapacitated or deceased partner must be vested (Corporate assets minus liabilities plus good will) by the 31<sup>st</sup> day after incapacitation or death.
- c. The designated recipient(s) are entitled to the same benefits of the incapacitated deceased partner, if they assume an active roll in the Corporation.
- d. If the recipient(s) choose not to continue on in an active role in the Corporation, the outstanding capital stock must be offered for sale to the surviving partner.
- e. If the surviving partner accepts the sale of the capital stock by the recipients(s), the purchase can be made immediately at an agreed upon value.

**ARTICLE XV – SURVIVORSHIP (CONTINUED)**

- f. If the purchase of the Capital Stock cannot be made on an immediate basis, the sale of the Capital Stock to the surviving partner can be prorated over a 2 year period. Payment can be on a weekly, monthly on quarterly basis.
- g. If the surviving partner chooses not to purchase the survivors share, then the sale must be made on an open market basis.
- h. If both partners simultaneous become incapacitated or die, the designated recipient(s) will automatically receive the Capital Stock of each partner.
- i. The Recipient(s) must use above points to perpetuate the Corporation or elect to dissolve the Corporation as set forth in ARTICLE XIII

IN WITNESS THEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 30

day of MAY, 2005.

Leo Garcia - Incorporator and Registered Agent  
Tel: 305-962-3444

James Lowery - Incorporator  
Tel: 305-596-2963

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Leo Garcia and James Lowery, the Incorporators herein, who executed the foregoing Articles of Incorporation and stated on oath that the contents are true and correct, this 30 day of May, 2005.

Sherry T. Bartlett  
Notary



Sherry T. Bartlett  
Commission # DD072235  
Expires Dec. 18, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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