

POS00011873

(Requestor's Name)

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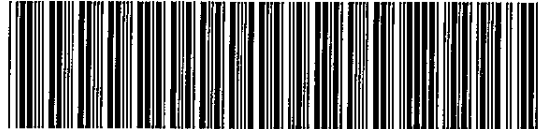
(Business Entity Name)

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2005 AUG 10 P 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 AUG 10 PM 12:52
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8-11-05
MC

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*G. Heritage Financial
Group Inc.*

Signature _____

Requested by: *WLC*

Name _____

Date *8/10*

Time *11:00*

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

**ARTICLES OF INCORPORATION
OF
G. HERITAGE FINANCIAL GROUP INC.**

FILED
2005 AUG 10 P 3 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: G. HERITAGE FINANCIAL GROUP INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America.;

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The principal and mailing address of the corporation in the State of Florida is: 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185.

The name of the initial registered agent of this corporation is: ZULLY ISABEL GUERRERO, 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have three (4) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation are: ZULLY M. GUERRERO, to serve as President, ZULY ISABEL GUERRERO, to serve as Vice President,. CARLOS TORREALBA, to serve as Secretary, and ZULLY MARLENY TORREALBA, to serve as Treasurer.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are: ZULLY ISABEL GUERRERO, to serve as President, 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185. ZULY GUERRERO, to serve as Vice President, 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185, CARLOS TORREALBA, to serve as Secretary, 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185 and ZULLY MARLENY TORREALBA, to serve as Treasurer 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI

BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 8 day of August, 2005.


ZULLY ISABEL GUERRERO


ZULLY GUERRERO


CARLOS TORREALBA


ZULLY MARLENY TORREALBA

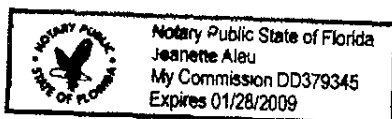
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared ZULLY ISABEL GUERRERO, ZULLY GUERRERO, CARLOS TORREALBA, and ZULLY MARLENY TORREALBA, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

8 WITNESS my hand and official seal in the County and State named above this day of August, 2005.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, **G. HERITAGE FINANCIAL GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has designated ZULLY ISABEL GUERRERO, 5600 S.W. 135 Avenue, Suite 206, Miami, Florida 33185, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated 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.

Dated this 8 day of August, 2005.

BY 

ZULLY ISABEL GUERRERO
Registered Agent

2005 AUG 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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