

P05000125239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

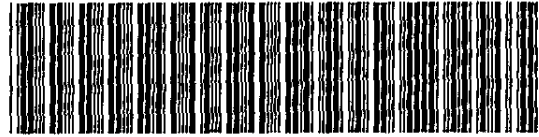
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000059060110

09/12/05 10:00:00 AM

FILED  
05 SEP 12 PM 3:27  
CLERK

10.30.13.15

TRANSMITTAL LETTER

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

SUBJECT: AMERICA HIGH INCORPORATED  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: CAESAR BEN CARRASCO  
Name (Printed or typed)

13718 SW 90<sup>th</sup> Ave. Unit B  
Address

Miami, FL 33176  
City, State & Zip

305-519-1316  
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

05 SEP 12 PM 3:27

SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

Article I: NAME

The name of the Corporation shall be: America High Incorporated

Article II: PRINCIPAL OFFICE

The principal office of the Corporation in the state of Florida shall be located in Miami, in Miami-Dade County. The Corporation may have such other offices, either within or without the state of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The mailing address for the corporation shall be:

America High Incorporated  
13718 SW 90<sup>th</sup> Ave. Unit B  
Miami, FL 33176

Article III: PURPOSE

The corporation exists to make money for the shareholders.

Article IV: SHARES

SECTION 1: Number of Shares. Two Million (2,000,000) shares of common stock are authorized, no more, no less.

SECTION 2: Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by an officer of the corporation authorized by law and the Board of Directors, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. If available, the name, mailing address, phone number(s) and electronic mailing address (e-mail) of the person to whom the shares represented have been issued to, along with the date and the number of shares issued, shall be recorded on the stock transfer books of the corporation.

All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares has been surrendered and cancelled, except in cases involving certificates that have been lost, destroyed or mutilated, whereupon a new certificate may be issued upon such terms prescribed by the Board of Directors.

SECTION 3: Transfer of Shares. All transfers of shares must be recorded in the stock transfer books of the corporation or else such transfers are considered invalid. The transfer of shares can only be made by the party recorded on the stock transfer books of the corporation as being the holder of such shares or their legal representative. Whenever shares are transferred, the seller of such shares must surrender the share certificates to the corporation to be destroyed. No new share certificates shall be issued until a like number

of shares have been surrendered to the company except in the case of lost, destroyed or mutilated certificates. In such cases, proof of the loss, destruction or mutilation must be presented to and approved of by the Board of Directors and recorded in the stock transfer books of the corporation before any new certificates can be issued. Only the individual or party recorded on the stock transfer books of the corporation is considered to be the owner or holder of such shares in the corporation.

## Article V: SHAREHOLDERS

SECTION 1: Shareholder's Annual Meeting. The annual meeting of the shareholders shall be held on the first day of the month of April in each year, beginning with the year 2006 at a time and place to be determined by the Board of Directors for the purpose of electing Directors and for the transaction of any other business that may require the attention of all shareholders. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next business day.

SECTION 2: Special Meetings. Special meetings of the shareholders, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or by the Board of Directors at any time. Special meetings shall be called by the President at the request of not less than fifty percent plus one (50% + 1) of all the outstanding shares of the Corporation entitled to vote at such meetings.

SECTION 3: Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida. If no designation is made, the place of meeting shall be the principal office of the Corporation.

SECTION 4: Notice of Meeting. Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is being called shall be delivered not less than three (3) nor more than fourteen (14) days before the date of the meeting to each shareholder of record entitled to vote at such meeting. Notice may be mailed using the United States Postal Service (USPS), e-mailed over the internet, or conveyed by courier. If such notice is sent using the US Mail, addressed to the shareholder at his or her address as it appears on the transfer books of the Corporation, notice shall be deemed given by whatever date postmarked by the USPS. If such notice is sent by e-mail addressed to the shareholder at the e-mail address as it appears on the stock transfer books of the Corporation, notice shall be deemed given upon transmission of e-mail.

SECTION 5: Closing of Transfer Books. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or to determine shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period, but not to exceed in any case fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least seven (7) days immediately preceding such meeting.

SECTION 6: Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at each meeting of shareholders, arranged in alphabetical order, with the mailing

address and e-mail address and number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting.

SECTION 7: Quorum. A simple majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice.

SECTION 8: Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear one other, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 9: Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

SECTION 10: Voting of Shares by Certain Holders. Shares of its own stock belonging to the Corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 11: Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

## ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2: Number, Tenure and Qualifications. The number of directors of the Corporation shall be fixed by the Board of Directors. Each director shall hold office until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified.

SECTION 3: Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5: Notice. Notice of any special meeting shall be given at least twenty-four (24) hours previous thereto by either oral or written notice delivered personally or electronically. Any director may waive notice of any meeting. The attendance of a

director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6: Quorum. A majority of the directors fixed by Section 2 of this Article VI shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7: Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the **act of the Board of Directors**.

SECTION 8: Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth exactly the action to be taken, is signed before such action by all of the directors.

SECTION 9: Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

SECTION 10: Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE VII: OFFICERS

SECTION 1: Number. The officers of the Corporation shall be a President (Chief Executive Officer), a Treasurer (Chief Financial Officer), a Secretary (Chief Information Officer) and one or more Vice Presidents (Chief Operating Officers), each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person. Officers may be directors or shareholders of the Corporation.

SECTION 2: Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately held after each annual meeting of shareholders. Each officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she resigns, or shall have been removed in the manner hereinafter provided.

SECTION 3: Removal. Any officer of the Corporation may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation will be served

thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointments shall be terminable at will.

SECTION 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5: President/Chief Executive Officer (CEO). The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meeting of the shareholders and of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time.

SECTION 6: Secretary/Chief Information Officer (CIO). The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the relative information of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7: Treasurer/Chief Financial Officer (CFO). The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions herein the Bylaws of the Corporation; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine.

## Article VII: INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be made a party, or in which he/she may become involved, by reason of being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent of the Corporation at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best of the Corporation.
- (b) The Corporation shall provide to any person who is or was a director, officer or employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- (c) The Board of Directors may, at its discretion, direct the purchase of liability insurance by way of implementing the provisions of this article IX.

## ARTCILE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2: Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in the name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3: Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.



#### ARTICLE IX: DIVIDENDS

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

#### ARTICLE X: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the shareholders eligible to vote or by a majority of the Board of Directors.

#### ARTICLE XI: INITIAL OFFICERS/DIRECTORS

President/Chief Executive Officer: Caesar Ben Carrasco  
13718 SW 90<sup>th</sup> Ave.  
Unit B  
Miami, FL 33176

Vice-President/Chief Operations Officer:

Secretary/Chief Information Officer: Sarah Patricia Faulks  
13718 SW 90<sup>th</sup> Ave  
Unit B  
Miami, FL 33176

Treasurer/Chief Financial Officer:

FILED

Article XII: REGISTERED AGENT

05 SEP 12 PM 3:27

The name and Florida street address of the registered agent is:

Caesar Ben Carrasco  
13718 SW 90<sup>th</sup> Ave  
Unit B  
Miami, FL 33176

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article XIII: INCORPORATOR

The name and address of the Incorporator is:

Caesar Ben Carrasco  
13718 SW 90<sup>th</sup> Ave  
Unit B  
Miami, FL 33176

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Caesar Ben Carrasco September 6, 2005  
Signature/Registered Agent



Caesar Ben Carrasco September 6, 2005  
Signature/Incorporator