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Requestor's Name

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CORPORATION(S) NAME

Source Inc.

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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ARTICLES OF INCORPORATION

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2005 FEB -2 P 12:24
STATE OF FLORIDA

1. The name of the corporation

SOIRÉE INC.

2. The principle place of business and mailing address of the corporation shall be

200 SE 15 ROAD APT. 15 H
MIAMI, FLORIDA 33129

3. The purpose of the corporation

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO
TRANSACTION ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND
TO HAVE ALL POWERS WHICH ARE AFFORDED TO CORPORATIONS UNDER
THE LAWS OF THE STATE OF FLORIDA.

4. The duration of the corporation

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL, UNLESS
VOTED TO BE CLOSED BY ALL THE SHAREHOLDERS.

5. The total amount of initial capitalization of this corporation is \$ 1,000.00

6. The total number of shares the corporation is authorized to have outstanding at any one time

THE TOTAL NUMBER OF SHARES ARE 100.

7. Value of stock

THIS STOCK SHALL HAVE NO PAR VALUE.

8. Initial registered agent and street address

HAYDEE M. HERRERA
8224 SW 81 TERRACE
MIAMI, FLORIDA 33143

9. The name and address of the incorporator to these Articles of Incorporation is

JULIETA SUAREZ
200 SE 15 ROAD APT. 15 H
MIAMI, FLORIDA 33129

10. The number of directors of this corporation is

NUMBER OF DIRECTORS ARE FIVE

11. The names and street address of the directors to these Articles of Incorporation are

HAYDEE HERRERA FARINAS
9158 HEATHRIDGE DRIVE
WEST PALM BEACH, FLORIDA 33411

ALINA ISAMBERT
4801 SW 86 TERRACE
MIAMI, FLORIDA 33143

THIERRY ISAMBERT
4801 SW 86 TERRACE
MIAMI, FLORIDA 33143

JULIETA SUAREZ
200 SE 15 ROAD APT. 15 H
MIAMI, FLORIDA 33129

PEDRO SUAREZ
200 SE 15 ROAD APT. 15 H
MIAMI, FLORIDA 33129

12. The powers of the Board of Directors

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS WILL HAVE ALL POWERS AVAILABLE UNDER STATE LAW, INCLUDING THE POWER TO APPOINT AND REMOVE OFFICERS, AGENTS, AND EMPLOYEES; THE POWER TO CHANGE THE OFFICES, REGISTERED AGENT, AND REGISTERED OFFICE OF THE CORPORATION; THE POWER TO ISSUE SHARES OF STOCK; THE POWER TO BORROW MONEY ON BEHALF OF THE CORPORATION, INCLUDING THE POWER TO EXECUTE ANY EVIDENCE OF INDEBTEDNESS ON BEHALF OF THE CORPORATION; AND THE POWER TO ENTER INTO CONTRACTS ON BEHALF OF THE CORPORATION.

13. The number of Directors and Term of office

THE NUMBER OF DIRECTORS WILL BE SHOWN IN THE ARTICLES OF INCORPORATION AND MAYBE AMENDED. THE NUMBER IS CURRENTLY FIVE DIRECTORS. EACH DIRECTOR WILL HOLD OFFICE FOR ONE YEAR AND WILL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS.

14. The Place of Board of Directors Meeting

THE BOARD OF DIRECTORS HAS THE POWER TO DESIGNATE THE PLACE FOR DIRECTORS MEETINGS. IF NO PLACE IS DESIGNATED, THEN THE PLACE FOR THE MEETING WILL BE THE PRINCIPAL OFFICE OF THE CORPORATION.

15. The Board of Directors Quorum

A QUORUM FOR DIRECTORS MEETINGS WILL BE A MAJORITY OF THE DIRECTORS. ONCE A QUORUM IS PRESENT, BUSINESS MAY BE CONDUCTED AT THE MEETING, EVEN IF DIRECTORS LEAVE PRIOR TO ADJOURNMENT.

16. The Board of Director Voting

EACH DIRECTOR WILL HAVE ONE VOTE. THE VOTE OF THE MAJORITY OF THE DIRECTORS WILL BE SUFFICIENT TO DECIDE ANY MATTER, UNLESS A GREATER NUMBER IS REQUIRED BY THE STATE LAW. ADJOURNMENT SHALL BE BY MAJORITY VOTE.

17. The Board of Directors Consent Resolution

ANY ACTION WHICH MAY BE TAKEN AT THE DIRECTORS MEETING MAY BE TAKEN INSTEAD WITHOUT A MEETING IF A RESOLUTION IS CONSENTED TO, IN WRITING, BY ALL DIRECTORS.

18. The Removal of Directors

A DIRECTOR MAY BE REMOVED FROM OFFICE, WITH OR WITHOUT CAUSE, AT A SPECIAL MEETING OF THE SHAREHOLDERS CALLED FOR THAT PURPOSE.

19. The Salaries of Directors

THE SALARIES OF THE DIRECTORS WILL BE FIXED BY THE BOARD OF DIRECTORS AND MAY BE ALTERED AT ANY TIME BY THE BOARD. A DIRECTOR MAY RECEIVE A SALARY EVEN IF SHE/HE RECEIVES A SALARY AS AN OFFICER.

20. The Fiduciary Duty of Directors

EACH DIRECTOR OWES A FIDUCIARY DUTY OF GOOD FAITH AND REASONABLE CARE WITH REGARD TO ALL ACTIONS TAKEN ON BEHALF OF THE CORPORATION. EACH DIRECTOR MUST PERFORM HER/HIS DUTIES IN GOOD FAITH IN A MANNER WHICH SHE/HE REASONABLY BELIEVES TO BE IN THE BEST INTERESTS OF THE CORPORATION, USING ORDINARY CARE AND PRUDENCE.

21. The Number of Officers

THE OFFICERS OF THE CORPORATION WILL INCLUDE A PRESIDENT, VICE-PRESIDENT, TREASURER, AND SECRETARY. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON.

22. The appointment and Terms of Officers

THE OFFICERS OF THE CORPORATION WILL BE APPOINTED BY THE DIRECTORS AT THE FIRST MEETING OF THE BOARD OF DIRECTORS. EACH OFFICER WILL HOLD OFFICE UNTIL DEATH, RESIGNATION, OR REMOVAL BY THE BOARD OF DIRECTORS.

23. The Removal of Officers

ANY OFFICER MAY BE REMOVED BY THE BOARD OF DIRECTORS, WITH OR WITHOUT CAUSE. APPOINTMENT OF AN OFFICER DOES NOT CREATE ANY CONTRACT RIGHTS FOR THE OFFICER.

24. The filling of Officer Vacancies

A VACANCY IN ANY OFFICE FOR ANY REASON MAY BE FILLED BY THE BOARD OF DIRECTORS FOR THE UNEXPIRED TERM.

25. The Duties of the President

THE PRESIDENT IS THE PRINCIPAL EXECUTIVE OFFICER OF THE CORPORATION AND IS SUBJECT TO CONTROL BY THE BOARD OF DIRECTORS. THE PRESIDENT WILL SUPERVISE AND CONTROL ALL THE BUSINESS AND ACTIVITIES OF THE CORPORATION. THE PRESIDENT WILL PRESIDE AT ALL SHAREHOLDERS AND DIRECTORS MEETINGS, AND PERFORM ANY OTHER DUTIES AS PRESCRIBED BY THE BOARD OF DIRECTORS.

26. The Duties of the Vice President

IF THE PRESIDENT IS ABSENT, DIES, OR IS INCAPACITATED, THE VICE-PRESIDENT WILL PERFORM THE DUTIES OF THE PRESIDENT. WHEN ACTING FOR THE PRESIDENT, THE VICE-PRESIDENT WILL HAVE ALL OF THE POWERS AND AUTHORITY OF THE PRESIDENT. THE VICE-PRESIDENT WILL ALSO PERFORM ANY OTHER DUTIES AS PRESCRIBED BY THE BOARD OF DIRECTORS.

27. The Duties of the Secretary

THE SECRETARY WILL KEEP THE MINUTES OF ALL SHAREHOLDERS AND DIRECTORS MEETINGS. THE SECRETARY WILL PROVIDE NOTICES OF ALL MEETINGS AS REQUIRED BY THE BY-LAWS. THE SECRETARY WILL BE THE CUSTODIAN OF THE CORPORATE RECORDS, CORPORATE STOCK TRANSFER BOOK, AND CORPORATE SEAL. THE SECRETARY WILL KEEP A LIST OF ALL SHAREHOLDERS, DIRECTORS, AND OFFICERS ADDRESSES. THE SECRETARY WILL SIGN, ALONG WITH OTHER OFFICERS, THE

CORPORATIONS STOCK CERTIFICATES. THE SECRETARY WILL ALSO PERFORM ANY OTHER DUTIES AS PRESCRIBED BY THE BOARD OF DIRECTORS.

28. The Duties of the Treasurer

THE TREASURER WILL BE CUSTODIAN OF ALL CORPORATE FUNDS AND SECURITIES. THE TREASURER WILL RECEIVE AND PAY OUT FUNDS WHICH ARE RECEIVABLE OR PAYABLE TO THE CORPORATION FROM ANY SOURCE. THE TREASURER WILL DEPOSIT ALL CORPORATE FUNDS RECEIVED INTO THE CORPORATE BANK ACCOUNTS AS DESIGNATED BY THE BOARD OF DIRECTORS. THE TREASURER WILL ALSO PERFORM ANY OTHER DUTIES AS PRESCRIBED BY THE BOARD OF DIRECTORS.

29. The salaries of the Officers

THE SALARIES OF THE OFFICERS WILL BE FIXED BY THE BOARD OF DIRECTORS AND MAY BE ALTERED AT ANY TIME BY THE BOARD. AN OFFICER MAY RECEIVE A SALARY EVEN IF SHE/HE RECEIVES A SALARY AS A DIRECTOR.

30. The loan to Officers or Directors

THE CORPORATION MAY NOT LEND ANY MONEY TO AN OFFICER OR DIRECTOR OF THE CORPORATION UNLESS THE LOAN HAS BEEN APPROVED BY A MAJORITY OF THE SHARES OF ALL STOCK OF THE CORPORATION, INCLUDING THOSE SHARES THAT DO NOT HAVE VOTING RIGHTS.

31. The Amendments to the By-Laws

THESE BY LAWS MAY BE AMENDED IN ANY MANNER BY MAJORITY VOTE OF THE BOARD OF DIRECTORS AT ANY ANNUAL OR SPECIAL MEETING. ANY AMMENDMENTS BY THE BOARD OF DIRECTORS ARE SUBJECT TO APPROVAL BY MAJORITY VOTE OF THE SHAREHOLDERS AT ANY ANNUAL OR SPECIAL MEETING.

32. This corporation shall have preemptive rights for all the shareholders.

33. The following are preferences and limitations on the stock purchases of this corporation

NO SHAREHOLDER SHALL TRANSFER, MORTGAGE, ENCUMBER OR DISPOSE OF ANY OR ALL OF THEIR SHARES. IF A SHAREHOLDER WISHES TO SELL ALL OF HER/HIS SHARES, THE CORPORATION WILL HAVE AN OPTION TO BUY ANY OR ALL OF THE SHARES ON THE SAME TERMS AS THE PROPOSED TRANSACTION. EACH SHAREHOLDER WILL HAVE AN OPTION TO BUY A PERCENTAGE OF THE SHARES OF THE SHAREHOLDER REQUESTING THE BUY/SELL TRANSACTION. THE PERCENTAGE WILL BE THE NUMBER OF SHARES OWNED BY THAT SHAREHOLDER DIVIDED BY THE NUMBER OF SHARES ISSUED AND OUTSTANDING, NOT INCLUDING THE NUMBER OF SHARES, WHICH ARE OWNED BY THE SHAREHOLDER PROPOSING THE TRANSACTION.

ACTING SEPARATELY OR TOGETHER, THE OTHER SHAREHOLDERS MUST AGREE TO PURCHASE ALL OF THE SHARES OWNED BY THE SHAREHOLDER PROPOSING THE BUY/SELL TRANSACTION. IF THE SHAREHOLDERS DO NOT ELECT TO BUY ALL THE SHARES OFFERED IN THE PROPOSED TRANSFER, THE SHAREHOLDER PROPOSING THE TRANSACTION SHALL BE OBLIGATED TO FIND A SUITABLE PERSON TO WHOM THE TRANSFER IS PROPOSED. THE CORPORATION WILL HAVE THE RIGHT TO APPROVE THE PERSON AND ACCEPT OR EXERCISE AN OPTION TO BUY ANY OR ALL THE SHARES ON THE SAME TERMS AS THE PROPOSED TRANSFER.

34. This corporation adopts the following additional articles

NONE

I CERTIFY THAT ALL OF THE FACTS STATED IN THESE ARTICLES OF INCORPORATION ARE TRUE AND CORRECT AND ARE MADE FOR THE PURPOSE OF FORMING A BUSINESS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

DATED: January 12, 2006


SIGNATURE OF INCORPORATOR

JULIETA SUAREZ
NAME OF INCOPORATOR

I ACKNOWLEDGE MY APPOINTMENT AS REGISTERED AGENT OF THIS CORPORATION AND ACCEPT THE APPOINTMENT.

DATED: January 12, 2006


SIGNATURE OF REGISTERED AGENT

HAYDEE M. HERRERA
NAME OF REGISTERED AGENT