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**ARTICLES OF INCORPORATION  
OF  
Wholesale Appliance Repair & Property Contractors, Inc.**

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Florida, does hereby certify as follows:

**ARTICLE I - NAME**

The name of the Corporation is Wholesale Appliance Repair & Property Contractors, Inc. (WARPC)

**ARTICLE II - REGISTERED AGENT**

The name of its registered agent and the address of its registered office in the state of Florida is:

Registered Agent

Registered Office

Vilmont Dieuseul

1342 NE 118<sup>th</sup> Street Miami, FL 33161

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Florida.

**ARTICLE IV - SHARES**

The total number of shares of stock which the Corporation shall have authority to issue is Five Hundred [(500)] shares of common stock, par value [value of shares, \$5.00] per share.

**ARTICLE V - INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is:

Vilmont Dieuseul (Pres)

1342 NE 118<sup>th</sup> Street Miami, FL 33161

Carline Gustave (Vice Pres)

1342 NE 118<sup>th</sup> Street Miami, FL 33161

**ARTICLE VI - INITIAL DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The initial board of directors shall consist of one (2) director who shall serve until the first annual meeting of stockholders and the election and qualification of the successors. The name and address of the person who shall serve as the initial director is:

Vilmont Dieuseul (Pres)

1342 NE 118<sup>th</sup> Street Miami, FL 33161

Carline Gustave (Vice Pres)

1342 NE 118<sup>th</sup> Street Miami, FL 33161

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Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the board shall consist of the number of directors constituting the initial board of directors.

#### **ARTICLE VII - BOARD OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal and bylaw made by the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### **ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for conduct as a director or for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Florida as the same exists or may hereafter be amended. Any amendment, repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

#### **ARTICLE IX - AMENDMENTS**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by statute, and all rights, preferences and privileges of whatsoever nature conferred upon the stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

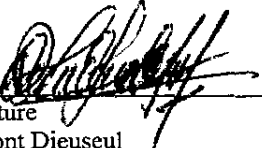
#### **ARTICLE X - PREEMPTIVE RIGHTS**

The stockholders of this Corporation have no preemptive rights to acquire additional shares of this Corporation.

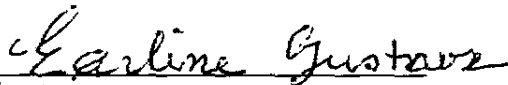
#### **ARTICLE XI - CUMULATIVE VOTING**

Stockholders entitled to vote at any election of directors are entitled to cumulate votes by multiplying the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator(s) hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, does make this Certificate, hereby declaring and certifying that this is his/her act and deed and the facts herein stated are true, and, accordingly, have hereunto set his/her hand this 18 day of March, 2006.

  
\_\_\_\_\_  
Signature  
Vilmont Dieuseul  
Incorporator

3-18-06  
Date

  
\_\_\_\_\_  
Signature  
Carline Gustave  
Incorporator

3-18-06  
Date