

PO6000052959

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

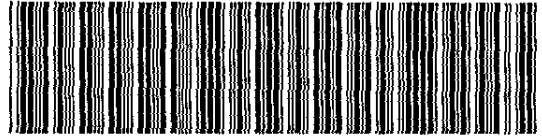
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900067141429

03/07/06--01026--001 **78.99

FILED
06 APR 13 PM 2:06
TALLAHASSEE, FLORIDA

FILED

506A-18090

4/13

COVER LETTER

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

SUBJECT: KETIVAR ENTERPRISES, INC.
(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: NARCISSE SEMDIN
Name (Printed or typed)

4411 N.E. 1ST TE
Address

POMPAHO BEACH, FL. 33064
City, State & Zip

(954) 245-6997
Daytime Telephone number

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



RECEIVED

FLORIDA DEPARTMENT OF STATE

Division of Corporations

06 APR 13 AM 8:43

DEPT.
DIVISION
TALLAHASSEE

March 31, 2006

NARCISSE SEMOIN & KETTY BLOT
4411 NE 1ST TE
POMPANO BEACH, FL 33064

SUBJECT: KETNAR ENTERPRISES, INC.
Ref. Number: W06000012792

We have received your document for KETNAR ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 506A00018090

**ARTICLES OF INCORPORATION
OF
KETNAR ENTERPRISES , INC.**

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under to the provisions of an Act of the Legislature of the **STATE OF FLORIDA** approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

1. Name.

The name of the corporation is : **KETNAR ENTERPRISES, INC.**

FILED
06 APR 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Nature of the business, purposes, and objects.

This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida . This corporation may be engaged in the following activities:

- (a) To engage in every phase and aspect of the wholesale industry and any of effect like kind.
- (b) To manufacture, purchase, or otherwise acquire, and to own and sale, pledge, sells, assign and transfer or otherwise dispose of, and to invent, trade, dealt in and with goods, ware, merchandise and other personal and real property of every class and description whatsoever.
- (c) To buy, sell, manufacture, repair, alter and exchange, let or hire export and deal in all kinds of articles and things which may be required for the purposes of any the said business or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.
- (d) To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, wholesale, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign and while the owner of any such stocks, bonds, securities, or evidences of indebtedness, to exercise all the rights , powers and privileges of ownership, including the right to vote thereon for any and all purposes: to aid wholesale, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporation organized under the laws of the State of Florida, any corporation whose stocks, bond, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or thing designed to accomplish any such purpose.

(e) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(f) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

(g) To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, wholesale or otherwise dispose of letters of patent of the United States or any foreign country, patents, patent rights, licenses and privileges, intentions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any other corporation in which this corporation may have an interest as a stockholder or otherwise.

(h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or from time to time, or for any of the objectives of the business of the corporation; and to confer upon the holders of any debentures, bond or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors: to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other judicious, subject, however, to the provisions of Article THIRD hereof.

(i) To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote handle shares of stock in other corporations.

(j) To have one or more officers conduct its business and promote the objectives within the State of Florida, and in other states, the District of Columbia, the territories, possessions and dependences of the United States, and in foreign countries, without restrictions as to place or amount.

(k) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objectives, or the furtherance of any the powers enumerated in this Certificate of Incorporation or amendment hereof, necessary or incidental to the protection and benefit of the corporation, as director, trustee or otherwise; and, in general, either alone or in associations with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objectives, or the furtherance of such purposes or objectives of the corporation, whether or not such business is similar in nature to the purposes and objectives as set forth in this certificate of Incorporation or any amendment hereof.

The forgoing paragraphs shall be construed and enumerated both as objectives and powers of the corporation; and it is hereby expressly provided that the forgoing enumerated of specific powers shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Florida Business Corporation Act.

3. *Capital stock.*

- a) The total authorized capital stock of this Corporation shall be one hundred (100) shares all of which shall be common stock and shall be issued at a par value of one dollar (\$1.00) per share.
- b) The voting power of the shares of capital stock in this Corporation shall be vested wholly in the holders of the shares of common capital stock. The preferred capital stock shall have no voting power whatever.
- c) In the event of the liquidation or dissolution, or the winding up of the business affairs of the Corporation, the holders of the preferred shares of capital stock shall be and are entitled to be paid first for the full and determined value of their shares, together with unpaid dividends up to the time of payment ; after the payment to the preferred stockholders, the remaining assets of the Corporation shall be distributed among the holders of the common capital stock to the extent of their respective shares.

This Corporation shall have the right at its option to retire the preferred stock upon ten (10) days notice, by a resolution of its board of Directors.

4. *Indemnification.*

The Corporation shall Indemnify any director, officer or employee, or former director, officer or employee of the Corporation , or any person who may have served at its request as a director, or employee of another corporation in which it owns shares of capital stock, or which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such creditor, officer, or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitle under bylaws, agreement, vote of shareholders, or otherwise.

5. *Restrictions on the Issuance of Stock Rights and Options.*

The board of directors may not, without the express approval of at least the majority of the then outstanding shares of the Corporation at a meeting duly called for such purpose, create or issue rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes. Further, eve upon such approval by the shareholders, the board of directors shall not create and issue such rights or options that shall not provide for a price less than fifty percent (50%) of the then market value of such shares, determined by an independent certified public accountant of the Corporation, or upon terms that would permit the holder of such options or rights to pay the purchase price of such shares over a period longer than six months.

6. *Quorum and Vote of Shareholders.*

The quorum of the shareholders of this Corporation for each annual/special meeting of the shareholders shall be one-third of the shares then outstanding and entitled to vote. No resolution of the Corporation at any meeting of the shareholders shall be adopted except by the vote of at least 2/3 of the shares represented in a properly called meeting at which a quorum of the shares is present.

7. *Restriction on Payment of Dividends.*

The board of directors of the Corporation may not pay or declare a dividend during the first two years of the Corporation's operation of its business. Thereafter, the board of directors may, from time to time, declare and pay dividends in accordance with the law provided that the Corporation has adequate cash reserves at all times to meet six months' projected operating expenses.

8. *Distributions from Capital Surplus.*

The board of directors of the Corporation may, from time to time, distribute to the shareholders out of a capital surplus of the Corporation a portion of the asset of the Corporation, in each or property, provided:

(a) No such distribution shall be made at a time when the Corporation is insolvent or when the distribution would render the Corporation insolvent;

(b) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred classes of shares entitled to preferential dividends have been fully paid;

(c) No such distribution shall be made to the holders of any class of shares that would reduce the remaining net asset of the Corporation below the aggregate preferential amount payable in the event of an involuntary liquidation to the holders of having preferential rights to assets of Corporation in the event of liquidation;

(d) Such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to shareholder receiving the same concurrently with the distribution thereof.

9. *Payment of Dividends from Depletion Reserves.*

The board of directors may, from time to time, declare and the Corporation may pay dividends in cash from the depletion reserves earned by the Corporation through its business of exploiting natural resources, but such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distribution thereof.

10. *Principal office.*

The principal office for the transaction of the business of the Corporation shall be in the

City of Pompano, County of Broward, State of Florida, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors. The present principal office 4411 NE 1st TE, Pompano Beach, Florida 33064.

11. *Duration.*

The duration of the Corporation shall have perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of then existing shareholders of the Corporation at any regular meeting or at a special meeting of the share-holders called for that purpose. In the event of dissolution, the Board of the Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the payment of the debts of the Corporation, and second, pro rata to the shareholders of the Corporation.

12. *Board of the Directors.*

The Board of the Directors shall consist of not less than one (1) nor More than ten (10) directors.

13. *Initial shareholders.*

The name and post office address of the shareholder are:

NAME	ADDRESS	Number of shares Subscribed For
Narcisse Semoïn	4411 NE 1 st TE Pompano Beach, FL 33064	70%
Ketty Blot	4411 NE 1 st TE Pompano Beach, FL 33064	30%

14. *Initial directors.*

The name and post office addresses of the initial Directors who, subject to the provisions of the Certificate of Incorporation, the by-law, and Act of the legislature approved June 1, 1925, shall be named in the Bylaws and shall hold office for the first year of the Corporation's existence or until his successor is elected and shall have qualified.

Narcisse Semoïn
4411 NE 1st TE
Pompano Beach, FL 33064

President & Treasure

Ketty Blot
4411 NE 1st TE
Pompano Beach, FL 33064

Vice President & Secretary

15. ***Continuity***

The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the shareholders or by a vacancy on the Board of the Directors or by any changes in staff of the Corporation or by the happening of any other event which under the laws of the State of Florida would work a dissolution of a partnership.

No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

16. ***Rights release and retained.***

Shareholders of Corporation may also be employees of the Corporation and subject its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in the Corporation.

All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Direction of the Corporation.

17. ***Restraints on alienation of stock and conditions of ownership.***

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

(b) Shares held by a deceased or retired shareholder shall, within six months after the date of death or retirement be either redeemed or canceled by Corporation or transferred to a person or persons authorized to hold shares.

18. ***Additional powers.***

In furtherance, and not in limitation, of the general powers conferred by laws of the State of Florida, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has direct or incidental authority to pursue.

(b) To enter into, for benefit of its employees, professional or otherwise, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a sick-pay plan; (4) a thrift and savings plan; (5) a medical expense plan, or (6) other fringe benefit or incentive compensation plans.

19. *General management and control.*

Subject to such restrictions, if any, as may be set forth in the bylaws, the Board of the Directors shall exercise general management and control of the business and business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto.

20. *Amendments.*

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein granted subject to this reservation.

21. *Severance.*

If any phrase, clause, sentence, paragraph, or provision of the Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and the associates do hereby declare that they would have signed and executed the remainder of the Articles without such void or illegal provision.

22. *Subchapter S election*

The corporation qualifies as a small business corporation under Section 136(b) of the Internal Revenue Code of 1986 and the shareholders have consented to Subchapter S and therefore, the corporation elects to be a Subchapter S corporation.

23. *Incorporation.*

The name and address of the incorporators to the Articles of the Incorporation are:

Narcisse Semoin
4411 NE 1st TE
Pompano Beach, FL 33064

Ketty Blot
4411 NE 1st TE
Pompano Beach, FL 33064

IN WITNESS WHEREOF, we, the undersigned incorporators, do sign our names

this 28 day February 2006

Narcisse Semoin
Narcisse Semoin, Incorporator (1)

SEAL

Ketty Blot
Ketty Blot (2)

SEAL

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED that on this day personally appeared before the undersigned Notary Public, in and for State of Florida at large, Subscribers to the following Certificate of Incorporation, known to me personally/ provided identification, to be such and upon their oath, they acknowledge said Certificate of Incorporation to be the act and deed of the signers and the facts therein state to be set forth.

WITNESS my hand and official seal at Broward County, said County and State, this

28 day of February 2006

C. Mallett
Notary Public, State of Florida at Large
Clive E. Mallett



My Commission DD182917
Expires February 13, 2007

FILED
06 APR 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI REGISTERED AGENT

The name and Florida street address of

NARCISSE SEMOIN 4411 NE 1ST AVE POMPANO BEACH
FL 33064

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

Narcisse Semoin
Signature/Registered Agent

4-10-06
Date

Narcisse Semoin
Signature/Incorporator

4-10-06
Date