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MAY -3 PM 12:22

**COVER LETTER**

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

**SUBJECT:** \_\_\_\_\_

*Elite Pool Enclosures, 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:** \_\_\_\_\_

*Michael Romm*

Name (Printed or typed)

*5815 SW 21<sup>st</sup> St*

Address

*Hollywood, FL 33023*

City, State & Zip

*954 557-8002*

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
ELITE POOL ENCLOSURES, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is: ELITE POOL ENCLOSURES, INC..

**ARTICLE II - PRINCIPAL OFFICE**

The principal office address of the corporation is:

5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

**ARTICLE III - GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

**A) Initial Number of Shares:**

The initial number of shares of stock that this corporation is authorized to have outstanding at any time is 1,500 shares of common stock, each share having a par value of one cent (\$0.01).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Initially, the authorized stock shall be issued as follows:

Charles W. Keller.....	500 shares
Christian Acosta.....	500 shares
Adalbert Yan Arakelov.....	500 shares

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TALLAHASSEE, FLORIDA

B) Pre-Emptive Rights

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

(i) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

(ii) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

(iii) This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE V - INITIAL OFFICER(S)/DIRECTOR(S)

The names and addresses of the initial directors who shall hold office until a successor or successors are elected and have qualified are:

President/Treasurer and Director

Charles W. Keller  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

Vice-President/Director

Christian Acosta  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

Secretary/Director

Adalbert Yan Arakelov  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

The corporation shall have three director(s) initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws.

#### ARTICLE VI – REGISTERED AGENT

The initial registered agent of this corporation is **MICHAEL R. ROMM, ESQ. of MICHAEL R. ROMM, P.A.**, and the address of the initial registered agent of this corporation at that address is **5815 S.W. 21<sup>ST</sup> Street, Hollywood, FL 33023**. The **current address of the Registered Agent can always be located by looking up “Michael Romm” on the list of attorneys at the following website:** **www.floridabar.org**.

#### ARTICLE VII - INCORPORATOR(S)

The names and street address(es) of the incorporator(s) of these Articles of Incorporation, are as follows:

**Incorporator**

Charles W. Keller  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

**Incorporator**

Christian Acosta  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

**Incorporator**

Adalbert Yan Arakelov  
5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023

#### ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests

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shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

#### ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

#### ARTICLES XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

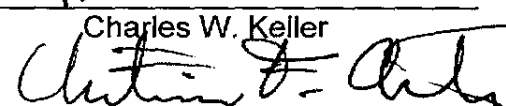
#### ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall

be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 2006.

  
Charles W. Keller

  
Christian Acosta

  
Adalbert Yan Arakelov

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME the undersigned authority, duly authorized in the State and County named above to take acknowledgments, personally appeared, Charles W. Keller, who is personally known to me, or who produced \_\_\_\_\_, as identification, Christian Acosta, who is personally known to me, or who produced \_\_\_\_\_, as identification, Adalbert Yan Arakelov, who is personally known to me, or who produced \_\_\_\_\_, as identification, all of whom took an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 28 day of April, 2006.

  
Notary Public

Printed Name: Jill Shemesh McAnuff

My Commission Expires:



JILL SHEMESH MCANUFF  
MY COMMISSION # DD 159320  
EXPIRES: October 20, 2006  
Bonded Thru Budget Notary Services

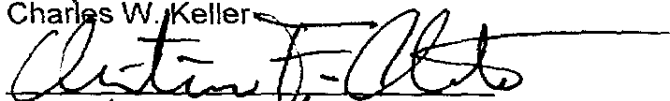
CERTIFICATE OF REGISTERED AGENT

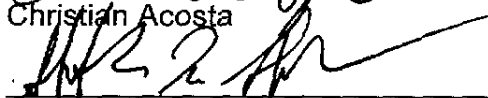
This is a certificate designating the place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that ELITE POOL ENCLOSURES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023 has named Michael Romm of Michael R. Romm, P.A. 5815 S.W. 21<sup>st</sup> Street, Hollywood, FL 33023 as its agent to accept service of process within Florida, as evidenced by signature of the undersigned subscriber/incorporator.

  
\_\_\_\_\_  
Charles W. Keller

  
\_\_\_\_\_  
Christian Acosta

  
\_\_\_\_\_  
Adalbert Yan Arakelov

4/28/06  
\_\_\_\_\_  
DATE

4/28/06  
\_\_\_\_\_  
DATE

4/28/06  
\_\_\_\_\_  
DATE

Acceptance of Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Michael Romm

4-28-06  
\_\_\_\_\_  
DATE