

PD6000/06503

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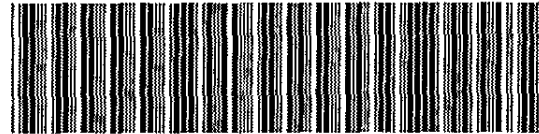
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
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## COVER LETTER

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

SUBJECT: Rio Negro Flooring & Maintenance 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: Rita Rabitt

/accountant.

Name (Printed or typed)

14084 Clear Water Lane

Address

Fort Myers- Florida 33907

City, State & Zip

239-481-8370

Daytime Telephone number

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



**ARTICLES OF INCORPORATION OF:**

***Rio Negro Flooring & Maintenance Inc.***

*The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby from a Corporation for profit under chapter 607 Of the Florida Statutes.*

**ARTICLE I – NAME**

The name of this corporation is ***Rio Negro Flooring & Maintenance Inc.*** (Hereinafter, "Corporation").

**ARTICLE II – DURATION / TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of theses Articles with the Department of State.

**ARTICLE III – NATURE / PURPOSE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE IV – CAPITAL STOCK**

IV.1 This Corporation is authorized to issue 1,000 shares of 1.00 per value common stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director (s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director (s) may redeem advisable, subject to such restrictions of limitations, if any, as may set forth in the bylaws of the Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any non issued stock from time to time by setting or changing the preferences, conversions or the other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock

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## **ARTICLE V – LOCATION**

The Street, Address, City and State in Which the principal office of the Corporation is to be located at 138 Brooks Rd, North Fort Myers, FL . The Board of Directors may from time to time designate such other address and place for the principal office this Corporation as it may see fit.

## **ARTICLE VI – INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

| <b><u>NAME:</u></b>                                     | <b><u>ADDRESS:</u></b>                       |
|---------------------------------------------------------|----------------------------------------------|
| Rita Rabitt<br>Accountant / Taxes & Bookkeeper Services | 14084 Clear Water Ln<br>Fort Myers, FL 33907 |

## **ARTICLE VII - 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 vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## **ARTICLE VIII- LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
  2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to the public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
  3. No shareholders of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the Corporation.
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#### **ARTICLE IX- POWER OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE X- INDEMNIFICATION**

The Corporation shall indemnify any officer or director, to the full extent permitted by law.

#### **ARTICLE XI- DISOLUTION**

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rate, each shareholder to participate in direct proportion to the number of shares held by him.

#### **ARTICLE XII- REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XIII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

Paulo Henrique Pereira  
138 Brooks Rd  
North Fort Myers, FL 33917

#### **ARTICLE XIV - BYLAWS**

The Board of Director (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XV – EFFECTIVE DATE OF INCORPORATION**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XVI– INITIAL BOARD OF DIRECTORS OF INCORPORATION**

The number of Directors may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name(s) and address (es) of the director(s) of the Board of Directors is (are):

| <u>NAME:</u>                            | <u>ADDRESS:</u>                             |
|-----------------------------------------|---------------------------------------------|
| Paulo Henrique Pereira<br>President     | 138 Brooks Rd<br>North Fort Myers, FL 33917 |
| Rogério Gonçalves da Silva<br>Secretary | 2403 Xelda Ave N<br>Lehigh Acres , FL 33936 |

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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.

  
\_\_\_\_\_  
Signature/Registered Agent

08/07/2006  
Date:

  
\_\_\_\_\_  
Signature / Incorporator

08/07/2006  
Date:

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