

P060000130709

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000249090 3)))



H060002490903ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.  
Account Number : 120000000146  
Phone : (305) 444-4994  
Fax Number : (305) 444-4977

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WM ECOTOURISM HOLDING COMPANY**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$78.75 |

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
06 OCT 12 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



October 12, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: WM ECOTOURISM HOLDING COMPANY  
REF: W06000044794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H06000249090  
Letter Number: 306A00060805

P.O BOX 6327 - Tallahassee, Florida 32314

((H06000249090)))

Articles of Incorporation  
of  
**WM EcoTourism Holding Company**

06 OCT 12 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I - NAME**

The name of the Corporation is WM EcoTourism Holding Company, (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intent to profit.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation in the State of Florida shall be located at:

*631 NW 45 Ave,  
Miami, FL 33126*

Located in the County of and the mailing address shall be:

*631 NW 45 Ave,  
Miami, FL 33126*

**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Noel Antonio Olmedo whose address shall be the same as the mailing address of the principle office of the Corporation.

**ARTICLE V - OFFICERS**

The officers of the Corporation shall be:

|                 |                                   |
|-----------------|-----------------------------------|
| President:      | Wiseman Manuel Rojas de la Puente |
| Vice President: | Jonatan Roman Sepulveda Marroquin |
| Vice President: | Lisbeth Yanina Rojas Villar       |
| Vice President: | Ana de los Angeles Rojas Villar   |
| Vice President: | Noel Antonio Olmedo               |
| Vice President: | Jose Manuel Rojas Villar          |
| Treasurer:      | Luz Angelica Villar Cabeza        |

Whose addresses shall be the same as the principle office of the Corporation.

**ARTICLE VI - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Wiseman Manuel Rojas de la Puente

**ARTICLE VII - CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 7,500 Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE VIII - SUB - CHAPTER S CORPORATION**

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be and S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of sock of this corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

**ARTICLE X - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE XI - VOTING RIGHTS**

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE XII - LIABILITIES FOR DEBTS**

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

(((H06000249090)))

**ARTICLE XIII - EFFECTIVE DATE**

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

**ARTICLE XIV - 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 Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XV - INITIAL REGISTERED AGENT**

The Registered Agent of the Corporation shall be:

Noel Antonio Olmedo  
631 NW 45 Ave,  
Miami, FL. 33126

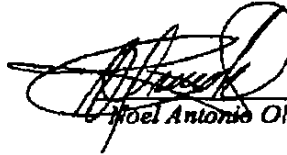
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of October in the year 2006.

  
Noel Antonio Olmedo Incorporator

((H06000249090)))

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Noel Antonio Olmedo, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes. Whose address is 631 NW 45 Ave, Miami, FL. 33126.



Noel Antonio Olmedo, Registered Agent

06 OCT 12 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED