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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/12/06

**TRANSMITTAL LETTER**

**FILED**

06 DEC 12 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State

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

**SUBJECT: ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC.**  
(Proposed corporation name - must include suffix)

Enclosed is an original and one (1) copy of the  
articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM: CASWALL A. HART, ESQ.**  
Name (Printed or typed)

13899 Biscayne Blvd., Suite 314  
Address

Miami, Florida 33181  
City, State & Zip

(305) 542-2534  
Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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06 DEC 12 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 28, 2006

CASWALL A. HART, ESQUIRE  
13899 BISCAYNE BOULEVARD  
SUITE 314  
MIAMI, FL 33181

SUBJECT: ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC.  
Ref. Number: W06000051560

We have received your document for ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 806A00068489

**ARTICLES OF INCORPORATION  
OF  
ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC.**

The undersigned, subscriber to these Articles of Incorporation, natural person(s) competent to contract, hereby forms a Florida business corporation under the Florida Business Corporation Act, Florida Statutes, §§ 607.0101 et seq.

**ARTICLE I - CORPORATE NAME**

The name of this corporation is:

**ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC.**

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and street address of the Corporation shall be in Miami-Dade County, Florida at:

**8849 BISCAYNE BOULEVARD  
MIAMI SHORES, FLORIDA 33138**

The mailing address of this Corporation shall also be in Miami-Dade County, Florida at:

**P.O. BOX 531194  
MIAMI SHORES, FLORIDA 33138**

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial for the business needs of the corporation.

**ARTICLE III - CAPITAL STOCK**

The minimum number of shares of stock that this corporation shall have the authority to issue is two million (2,000,000) shares of common stock, having par value of \$1.00 per share.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Initial shareholders shall have the right of first refusal to buy in proportion to their percentage share of the Corporation any new stock that the Corporation offers for sale in the future, whether it be a sale of newly authorized stock or previously authorized stock.

**ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CASWALL A. HART  
LAW OFFICES OF CASZIE HART, P.A.  
13899 BISCAYNE BOULEVARD, SUITE 314  
MIAMI, FLORIDA 33181

The Board of Directors, from time to time, may change the Registered Agent or move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI - INCORPORATORS**

The names and addresses of the Incorporators signing these articles of incorporation are:

GODFREY CHAMBERS  
P.O. BOX 531194  
MIAMI, FLORIDA 33138

GIANCARLO ROJAS  
758 NE 90<sup>TH</sup> STREET  
MIAMI SHORES, FLORIDA 33138

#### **ARTICLE VII – BOARD OF DIRECTORS**

The Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time by the laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII – INITIAL DIRECTORS**

The names and addresses of the initial directors of this Corporation are:

GODFREY CHAMBERS  
*Director and Chairman of the Board of Directors*  
P.O. BOX 531194  
MIAMI, FLORIDA 33138

GIANCARLO ROJAS  
*Director*  
758 NE 90<sup>TH</sup> STREET  
MIAMI SHORES, FLORIDA 33138

D. SOPHIE CHAMBERS  
*Director*  
P.O. BOX 531194  
MIAMI, FLORIDA 33138

ABDUL A. OLAWALE  
*Director*  
15700 NW 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33169

GISCARD ROJAS  
*Director*  
1500 BAY ROAD, UNIT 1180  
MIAMI BEACH, FLORIDA 33139

Each person named as an initial director shall serve for five (5) years, unless he or she retires, resigns, is removed for cause or by a majority vote of the shareholders. The shareholders have the sole authority to appoint future members of the Board of Directors.

#### **ARTICLE IX – INITIAL OFFICERS**

The names and addresses of the initial officers of the Corporation are:

GIANCARLO ROJAS  
*President*  
758 NE 90<sup>TH</sup> STREET  
MIAMI SHORES, FLORIDA 33138

HAZEL D. CHAMBERS  
*Chief Financial Officer*  
P.O. BOX 531194  
MIAMI, FLORIDA 33138

DANIELLE HEFFERNAN  
*Secretary*  
758 NE 90<sup>TH</sup> STREET  
MIAMI SHORES, FLORIDA 33138

#### **ARTICLE X – TERM OF EXISTANCE**

This Corporation is formed to exist perpetually.

#### **ARTICLE XI – NATURE OF BUSINESS**

The Corporation shall the unlimited power to engage in any activity or business permitted under the laws of the State of Florida and the laws of the United States of America.

#### **ARTICLE XII – MANAGING AND REGULATING CORPORATE AFFAIRS**

The powers of the Corporation shall be vested in the Board of Directors except as otherwise stated, limited or reserved herein. The board shall have the powers and shall reserve the non-

**delegable authority to make decisions regarding the following:**

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (4) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (5) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (6) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (7) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (8) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (9) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (10) To establish with shareholder approval pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

Decisions by the board of directors shall be evidenced by the voting records and written resolution signed by the Corporation's secretary and the chairman of the board of directors or the president.

### **ARTICLE XIII – POWERS RESERVE TO SHAREHOLDERS**

Shareholders by a vote of the majority shall exercise the powers stated in this article. These powers shall not be altered or changed by any other means or process except by a vote of the shareholders themselves. The reserved powers are as follows:

- (1) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (2) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (3) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (4) To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- (5) To vote to approve or disapprove any lawful business that will aid governmental policy;
- (6) To vote to replace a director or the entire board of directors of the Corporation;
- (7) To vote to replace an officer or all of the officers of the corporation; and
- (8) To influence or change the corporation by any procedure or authority available to shareholders under Florida Law.

Share holder decisions shall be evidenced by the voting records and written resolutions signed by the Corporation's secretary, the shareholders or shareholder representative(s).

### **ARTICLE XIV – DEFINING, LIMITING AND REGULATING POWERS OF THE OFFICERS OF THE CORPORATION**

The powers of the officers of the Corporation and limitations thereof are set forth in the Operating Agreement of the Corporation. Any person doing business with an officer of this Corporation is required to review the scope of that officer's power to determine if he or she is authorized to conduct or approve the business being conducted.



## **ARTICLE XV – INITIAL SHAREHOLDERS**

The names and addresses of the initial shareholder are as follows:

GODFREY CHAMBERS  
P.O. BOX 531194  
MIAMI, FLORIDA 33138

GIANCARLO ROJAS  
758 NE 90<sup>TH</sup> STREET  
MIAMI SHORES, FLORIDA 33138

If the Corporation issues new stock, each of these initial shareholders shall have the right of first refusal to purchase the new stock, up to the allowable maximum.

## **ARTICLE XVI – AMENDMENTS**

These Articles of Incorporation shall only be amended in writing. No electronic amendment to these articles is permitted and neither the directors nor officers nor registered agent shall be added, deleted or modified by changes to the Annual Report, reinstatement of the Corporation following an administrative dissolution, or by electronic filing of any kind. All changes to these articles must be made in writing and signed by the official signatories of the Corporation for said change to be valid and enforceable. All written amendments to these articles, resolutions or decrees shall be approved by a majority vote of the Board of Directors or the shareholders at a stock holder meeting. ANY DECISION BY THE BOARD MAY BE OVERRULED BY A VOTE OF THE MAJORITY OF THE SHAREHOLDERS.

## **ARTICLE XVII - OFFICIAL SIGNATORY**

ALL IMPORTANT MATTERS OF THIS CORPORATION ARE ONLY VALID AND BINDING UPON THE CORPORATION IF SIGNED BY BOTH OFFICIAL SIGNATORIES OF THE CORPORATION.

GODFREY CHAMBERS, Director and Chairman of the Board, and GIANCARLO ROJAS, President, are the official signatories of the Corporation.

## **ARTICLE XVIII – OPTIONAL PROVISIONS**

1. Each shareholder has the right to sell, assign or otherwise transfer any portion of or all of his or her shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his or her shares, the remaining shareholders shall have the right of first refusal to acquire said shares and that right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, on this 8<sup>th</sup> day of December, 2006.



\_\_\_\_\_  
GIANCARLO ROJAS, Incorporator



\_\_\_\_\_  
GODFREY CHAMBERS, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ROJAS & CHAMBERS FINANCIAL INVESTMENTS, INC.

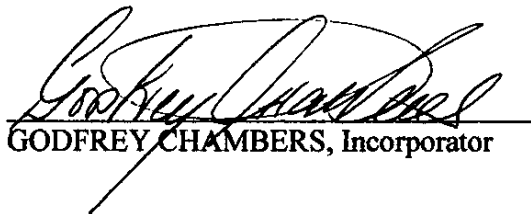
2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

CASWALL A. HART  
LAW OFFICES OF CASZIE HART, P.A.  
13899 BISCAYNE BOULEVARD, SUITE 314  
MIAMI, FLORIDA 33181

3. The street address of the Registered Office and the street address of the Registered Agent are identical.



GIANCARLO ROJAS, Incorporator



GODFREY CHAMBERS, Incorporator

**ACKNOWLEDGEMENT:**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



CASWALL A. HART,  
REGISTERED AGENT  
Friday, December 8<sup>th</sup>, 2006

FILED  
06 DEC 12 11 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA