

PC 70088055842

(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



700101800507

05/09/07--01018--008 **87.50

FILED
2007 MAY -9 P 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-10-07
2007

COVER LETTER

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

SUBJECT: THE POWER GYM, 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 ☐ 78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: FERDINAND TORO
Name (Printed or typed)

3300 NE 192 STREET, APT 1202
Address

AVENTURA, FL 33180
City, State & Zip

786-298-4269
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
THE POWER GYM, INC.**

FILED
2007 MAY -9 P 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is The Power Gym Inc., (hereinafter, Corporation”).

ARTICLE 2 – PURPOSE OF CORPORATION

The corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The Address of the principal office of the Corporation is 9620 SW 72 Street, Miami, Fl 33173 and the mailing address is 9620 S.W. 72 Street, Miami, Fl 33173.

ARTICLE 4 – INCORPORATOR

The name and address of the incorporators of this Corporation is;

Maria E. Schweyer
9900 SW 32 Street
Miami, Florida 33165

Rodolfo W.Schweyer
9900 SW 32 Street
Miami, Florida 33165

ARTICLES 5 – OFFICERS & DIRECTORS

The officers and Directors of the Corporation shall be:

President – **Maria E. Schweyer**
Vice President - **Rodolfo W.Schweyer**

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND** shares on common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of the shares of common stock shall be identical with each other in every respect and the holder of common shares shall be entitled to have unlimited voting right on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 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 any 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 deem advisable in connection with such issuance.

7.5 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 hereafter authorized, of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

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

ARTICLE 8 INITIAL STOCK

The initial stock issued shall be:

Maria E.Schweyer – 500 Common Stock Shares @ \$1.00

Rodolfo W.Schweyer – 500 Common Stock Shares @ \$1.00

ARTICLE 9 – REGISTERED OWNERS(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any shares of right is registered on the books of the Corporation as the owners 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 10 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is **Ferdinand Toro**, located At 3300 NE 192 Street, #1202, Aventura, Florida 33180. The name and address of the registered agent of this Corporation is Ferdinand Toro, 3300 NE 192 Street #1202, Aventura, Florida 33180.

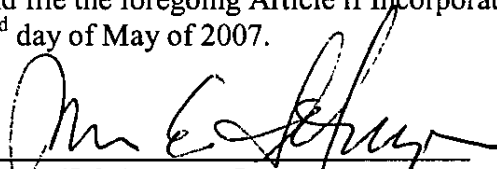
ARTICLE 11 – BYLAWS

The Board of Directors(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 to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

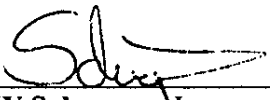
ARTICLE 12 - OFFICER, DIRECTOR AND STOCKHOLDER PERSONAL LIABILITY

Officer, Director or Stockholder will not be personally liable for any corporate debt or Liability due to the corporation's operation. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damage for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived any improper benefit.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing Article of Incorporation under the laws of the State of Florida, this 2nd day of May of 2007.



Maria E. Schwyer, Incorporator



Rodolfo W. Schwyer, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLE OF INCORPORATION

Ferdinand Toro, 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 Article of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Ferdinand Toro – Registered Agent