

PD8888884567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

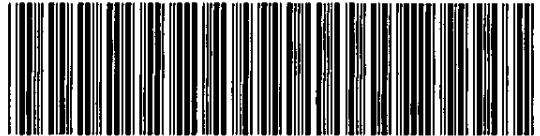
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Rolando Santiago, Esq.
AUTHORIZATION BY PHONE TO *GAVE*
~~CORRECT~~ *type incorporation address.*
DATE *1/15/88*
DOC. EXAM *MRB*

Office Use Only



400113385694

01/14/08--01038--003 **70.00

FILED
08 JAN 14 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
1/15

TRANSMITTAL LETTER

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

SUBJECT: GRFX13 Media 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: _____

RJS LAW GROUP
Rolando J. Santiago, Esq.
240 Apollo Beach Blvd
Apollo Beach, FL 33572

City, State & Zip

813-641-0010
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
Of**

GRFX13 MEDIA INC.
(a Florida for Profit Organization)

FILED

08 JAN 14 AM 9:07

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned person(s), acting as incorporator(s) of a for profit corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: **GRFX13 MEDIA INC.**

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address and telephone of the corporation's initial principal office is:

Address: 240 Apollo Beach Blvd
Apollo Beach, FL 33572
Telephone: 813-641-0010 or 718-924-5499

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office and the name of its initial registered agent at such address is [the registered agent can be same person as the incorporator. The address may not be a PO Box]:

Address: RJS Law Group
Attn: Rolando J. Santiago Esq.
240 Apollo Beach Blvd
Apollo Beach, FL 33572
Telephone: 813-641-0010

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state and the forum state in which business may be transacted. It is the intent of the founders and shareholders of the corporation to provide web design, administration, hosting and all such related digital media consulting services and products to domestic and international customers.

ARTICLE VI DIRECTORS

The title, name and residence address of the persons constituting the initial board of directors are:

Tomas Enrique Mendoza Jr. President & Director, Treasurer and Secretary
630 Pugsley Avenue
Bronx, NY 10473
718-924-5499
webafx@hotmail.com

Enrique Paz Vice-President, Director
140 Hereford Street
Staten Island, NY 10308
212-203-4164

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders according to the by-laws adopted by the corporation, if none have been adopted then according to the applicable provisions of applicable. All directors and shareholders shall be governed by these articles and adopted by-laws of the corporation. .

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

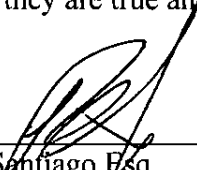
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation except as provided herein. In the event a shareholder desires to dispose of his stock in the corporation (the "initial selling-shareholder"), he/she shall offer by certified mail, return receipt requested, including sale price, to the address of record of the other shareholder (the "non-selling shareholder"), all of his shares to the non-selling shareholder. If mailed to the address of record and not claimed, then it shall be deemed delivered on the tenth day after mailing. The non-selling shareholder shall have five (5) days from the date of receipt of the offer to either accept the offer; if such offer is not accepted, then the non-selling shareholder shall be deemed to offer the same terms to the initial selling-shareholder for his shares, in which case the initial selling-shareholder must accept the offer and buy-out the shares of the non-selling shareholder. The foregoing shall be known as the shot-gun clause. In the event of a shotgun clause buy-out, closing shall be held no later than thirty (30) days after the date of acceptance of the offer. At closing the respective selling shareholder shall deliver to the purchaser, his shares of stock duly endorsed for transfer, with the appropriate transfer tax stamps affixed thereon, together with his resignation as an Officer and Director of the corporation and, if applicable, an instrument stating that he is terminating any employment agreement with the Corporation. The parties may waive the shotgun clause only by mutual written consent, in which case the selling-shareholder shall be allowed to offer his/her shares for sale to any third party, provided the non-selling shareholder is at all times entitled to a ten (10) day right of first refusal, which shall commence upon the selling shareholder delivering to the non-selling shareholder a copy of a bonafide third party offer to purchase the selling-shareholders shares.

Corporate Seal. The corporation may, but is not required to have a corporate seal.

Certification

THE UNDERSIGNED DO HEREBY CERTIFY, I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Incorporator Sign & Date:  1/11/08

Print Name: Rolando J. Santiago Esq.
240 Apollo Beach Blvd.
Apollo Beach, FL 33572

CERTIFICATE OF REGISTERED AGENT

I HEREBY CERTIFY that 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.

Sign: 

Print Name: Rolando J. Santiago Esq.

FILED
08 JAN 14 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA