

P080000007351

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(Business Entity Name)

(Document Number)

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Irene Borges Cleary/GAVE

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DATE 1/23/08

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12/07/07--01005--002 \*\*78.75

08 JAN 22 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

W07-59505

B. McKnight JAN 23 2008

## TRANSMITTAL LETTER

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

SUBJECT: B & C Enterprises Inc.  
(Proposed corporate 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: B & C Enterprises Inc  
Name (printed or typed)  
245 SE 1st Street #419  
Address  
Tallahassee, FL 32311  
City, State & Zip  
786 - 277- 7000  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2007

B & C ENTERPRISES INC  
245 SE 1ST STREET #419  
MIAMI, FL 33131

SUBJECT: B & C ENTERPRISES INC.  
Ref. Number: W07000059505

We have received your document for B & C ENTERPRISES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

An effective date may be added to the Articles of Incorporation if a 2008 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 corrected 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  
Regulatory Specialist II  
New Filing Section

Letter Number: 807A00069106



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2007

IRENE BORGES - CLEARY  
245 SE 1ST STREET, SUITE #419  
MIAMI, FL 33131

\*\*\*\*\*2ND MAILING

SUBJECT: B & C ENTERPRISES INC.  
Ref. Number: W07000059505

BC  
BPT

BC & BL

1/15/08

*Please See Enclosed*

*BC & BL Enterprises, Inc.*

We have received your document for B & C ENTERPRISES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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An effective date may be added to the Articles of Incorporation **if a 2008 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.**

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Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 807A00069106

APPROVED  
AND  
FILED

08 JAN 22 AM 9:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BC & BR ENTERPRISES INC

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is BC & BR ENTERPRISES INC  
The principal address of the corporation is 245 SE 1<sup>st</sup> Street, Suite 419 Miami, FL 33131.

ARTICLE II – DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III – PURPOSE

This corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV – CAPITAL STOCK

The aggregate number of share which the corporation has the authority to issues is 2,000, all of which shall be common shares with par value of \$1.00.

ARTICLE V – PREEMTIVE RIGHTS

Every shareholder, upon the sale of for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rate share (as nearly as may be done without issuance of fractional share) at the price which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 529 S.W. 18<sup>th</sup> Avenue, Homestead, FL 33030, and the name of the initial registered agent of this corporation at that address is: IRENE BORGES – CLEARY.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially who shall serve until their successors if any, are elected at the shareholder's annual meeting. The names of the initial directors of this corporation are:

IRENE BORGES - CLEARY    245 SE 1<sup>ST</sup> STREET, SUITE 419  
Miami, FL 33131

PEDRO LUIS BORGES        245 SE 1<sup>ST</sup> STREET, SUITE 419  
Miami, FL 33131

#### ARTICLE VIII – INCORPORATION

The name and address of the persons signing these Articles is:

IRENE BORGES - CLEARY     245 SE 1<sup>ST</sup> Street, suite 419  
Miami, FL 33131

PEDRO L BORGES             245 SE First Street, Suite 419  
Miami, FL 33131

#### ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this Corporation.

#### ARTICLE X – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their names:

IRENE BORGES – CLEAR	1,00 shares
PEDRO L BORGES	1,00 shares

Shares held by initial shareholders listed above may be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or this corporation. The price and term at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE XI – MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholder of this corporation.

#### ARTICLE XII – MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors or the corporation may participate in special or regular meeting of said individuals by means of conference telephone as provided by law.

#### ARTICLE XIII – INDEMNIFICATION

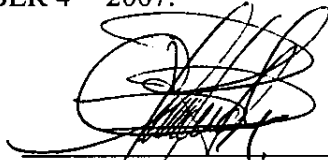
The corporation shall indemnify and officer, or any former, to the full extend permitted by law.

#### ARTICLE XIV 0 AMMENDMENT

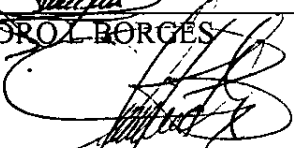
Amendments to the Certificate of Incorporation may be proposed by any member of the Corporation and shall be adopted upon a majority vote of the shareholders.

Amendments to the Certificate of Incorporation may be proposed by any member of the Corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this DECEMBER 4<sup>TH</sup> 2007.

  
IRENE BORGES-CLEARY

  
PEDRO L. BORGES

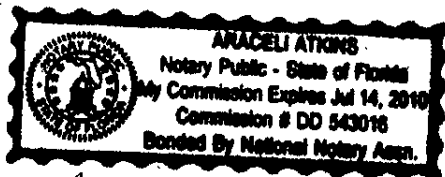
Accepted as to Registered Agent:  
  
IRENE BORGES-CLEARY

STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared IRENE BORGES-CLEARY and PEDRO L. BORGES, to me well known and known to be the person described herein, and who executed the foregoing Articles of Incorporation, and acknowledged before me they executed the same freely and voluntarily for the purposes therein express.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4<sup>th</sup> day of December 2007

  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE



*LD produced  
Personally  
Known*

APPROVED  
AND  
FILED  
08 JAN 22 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA