

P08000030138

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(Document Number)

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DIVISION OF CORPORATIONS
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T. HAMPTON

MAR 24 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: R and M Pria Corp

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Raul Pria

(Contact Person)

R and M Pria Corp

(Firm/Company)

2463 Coral Way, #55

(Address)

Miami, FL 33145

(City, State and Zip Code)

For further information concerning this matter, please call:

Raul Pria

(Name of Contact Person)

at (305) 860-4038

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☒ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

The Secret is Belonging
The Inner Circle

Real Estate Sales & Marketing.
Commercial Property Management.

First, Second & Equity Mortgages.

Personal & Corporate Accounting.
Personal & Corporate Income Tax.

March 17, 2008

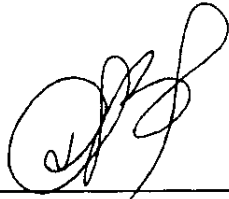
To: *Joey Brian*
Florida Department of State
Division of Corporations

Ref: *R and M Pria Corp. Filing of conversion from LLC*

Sir:

We are enclosing a re submission of the conversion of the aforementioned corporation from LLC and its articles of incorporation (including a copy for certification and mail back) as well as the corresponding payment. First time around we forgot to include the check.

Sincerely



Carlos Blanco
The Inner Circle



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2008

RAUL PRIA
R AND M PRIA CORP.
2463 CORAL WAY, #55
MIAMI, FL 33145

SUBJECT: R AND M PRIA CORP.
Ref. Number: W08000012789

We have received your document for R AND M PRIA CORP., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$113.75.

Please return 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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 808A00014863

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

R and M Pria LLC #L08000014636
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 02/08/08
(Enter date "Other Business Entity" was first organized, formed or incorporated)

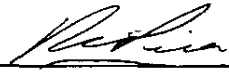
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

R and M Pria Corp
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date:_____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 08 day of March, 2008.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Raul Pria Title: President

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

The undersigned incorporator(s), natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation with all rights, duties and obligations of the undersigned incorporator(s), and those of the Corporation, to be determined in accordance with the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be:

R AND M PRIA CORP

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2463 CORAL WAY, #55. MIAMI, FL 33145

ARTICLE 3. CAPITAL STOCK

- 3.1 The original number of shares of stock the Corporation is authorized to issue is 100 shares of common stock with a par value of \$1.00.
- 3.2 All holders of shares of common stock shall be identical to each other, shall have the same rights and duties and shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- 3.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the assets of the corporation according to the ratio of the holder's shares to the corporation's total outstanding shares.
- 3.4 Holders of shares of any class of stock shall not 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 Directors may, in authorizing the issuance of shares of stocks of any class, confer any preemptive rights that the Board of Directors may deem advisable in connection with such issuance.
- 3.5 The Board of Directors of the Corporation may authorize, from time to time, the issuance of additional shares of stock of any class or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, by the laws of the State of Florida or the laws of the United States of America.
- 3.6 The Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting power, restrictions, limitations as to dividends, qualifications or terms and conditions of redemption of the stock.

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ARTICLE 4. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation may be subject to a shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, shall be on file at the principal office of the Corporation.

ARTICLE 5. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CARLOS BLANCO
1705 SW 83 COURT. MIAMI, FL 33155

ARTICLE 6. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

RAUL PRIA
2463 CORAL WAY, #55. MIAMI, FL 33145

ARTICLE 7. OFFICERS AND DIRECTORS

7.1 The original Board of Directors shall be composed of 1 director(s), to wit:

RAUL PRIA
2463 CORAL WAY, #55. MIAMI, FL 33145

7.2 The position of each initial director shall be determined at the first meeting of the Board of Directors. All officers of the Corporation shall be appointed by the Board on the initial meeting.

7.3 The Board of Directors shall have the authority to dismiss or substitute any of its directors members or any officer by a majority vote of all its members, at any time, without requiring a shareholders' meeting, and without the assent or vote of the shareholders.

7.4 Each director and officer shall have a definite term of office determined by the adopted Bylaws of the Corporation but never less than one year or more than seven.

7.5 All directors and officers shall be elected by a majority vote of all the shareholders, in person or by proxies, in a shareholders (election) meeting held no latter than thirty days prior to the expiration of the officers/directors' term at a place to be determined by the Board of Directors. All shareholders shall be notified of the time and place of the election meeting, in writing or in person, no later than sixty (60) days prior to the date of the election meeting of shareholders. Said notification shall include any and all matters to be attended to in the said election meeting.

7.6 Matters different to the election of the officers and directors which need the participation of all, or a portion of, the shareholders could be addressed, discussed and decided upon by the shareholders in any election meeting.

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ARTICLE 8. BYLAWS.

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws the Corporation, but an affirmative vote of a majority of ALL the directors of what 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 of the Corporation.

ARTICLE 9. EFFECTIVE DATE AND TERM OF EXISTENCE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, of the State of Florida, and the Corporation shall exist perpetually or until such time the Corporation is voluntarily dissolved by a majority vote, in person or by proxies, of All the shareholders, or involuntarily dissolved or terminated by law.

ARTICLE 10. PURPOSES OF THE CORPORATION

To engage in any lawful activity or business for which a corporation may be organized under the laws of the State of Florida, and of the United States of America, and all contracting work incidental to, or connected with, such business or activity without limitations. In furtherance of its corporate purposes, this corporation shall have all the general and specifics powers and rights granted to and conferred on a corporation by the laws of the State of Florida, and of the United States of America.

ARTICLE 11. FISCAL YEAR

The Board of Directors shall elect a legal Fiscal Year which could be any Fiscal Year, including a Calendar Year (January 01 to December 31), as defined by the Internal Revenue Code, as amended from time to time, and shall have the authority to change such Fiscal Year as the Board deems advisable according to then applicable law.

ARTICLE 12. POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by current and applicable law, the Bylaws of the Corporation or these Articles of Incorporation.

ARTICLE 13. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, or of the United States of America; and all rights conferred upon the shareholders in these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 14. SUB-CHAPTER S CORPORATION.

- 14.1 The Shareholders of the Corporation may elect, and if elected continue such election, to become an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code, as amended from time to time, by a majority vote of all shareholders of the Corporation at the time of the election.
- 14.2 After the shareholders has elected to make the Corporation an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of the Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock 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.
- 14.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by the Corporation shall contain the following legend:
- "The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code, as amended from time to time."
- 14.4 The election to be taxed as an S Corporation can be revoked by a majority vote, in person or by proxies, of all the shareholders of the Corporation at the time of the election to revoke

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ARTICLE 15. INDEMNIFICATION.

The Corporation shall indemnify any officer, director, employee, agent, former officer, former director, former employee or former agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, director, employee, agent, former officer, former director, former employee or former agent was a party because the person is, or was, an officer, director, employee, or agent of the Corporation against reasonable attorney's fees and expenses incurred by the officer, director, employee, agent, former officer, former director, former employee or former agent in connection with the proceeding.

The Corporation may indemnify any individual made a party to a proceeding; because said individual is, or was, an officer, director, employee or agent of the Corporation; against liability if authorized, in the specific case after determination in the manner required by the Board of Directors, that the indemnification of the officer, director, employee, agent, former officer, former director, former employee or former agent is permissible in the circumstances because the officer, director, employee, agent, former officer, former director, former employee or former agent met the standard of conduct set forth by the Board of Directors.

The indemnification and advances of attorney's fees and expenses for an officer, director, employee, agent, former officer, former director, former employee or former agent shall apply when such persons are, or were, serving at the Corporation's request as an officer, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, whether for profit or not, as well as in their official capacity with the corporation. The Corporation may also pay or reimburse the reasonable attorney's fees and expenses incurred by an officer, director, employee, agent, former officer, former director, former employee or former agent who is a party to a proceeding in advance of final disposition of the proceeding

The Corporation may also purchase and maintain insurance on behalf of any individual arising from the individual's status as an officer, director, employee, agent, former officer, former director, former employee or former agent of the Corporation whether or not the Corporation would have the power to indemnify said individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was an officer, director, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the remaining provisions shall not be otherwise affected. All references in these Articles of Incorporation to "officer", "director", "employee", "agent", "former officer", "former director", "former employee" or "former agent" shall include the heirs, estates, executors, administrators, descendants and personal representatives of any such persons.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8TH Day of MARCH, 2008.



Signature, Raul Pria

Prepared by:

Signature,

The Inner Circle
1705 SW 83rd Court.
Miami, FL 33155-1156
Telephone: 305 262 1128
Facsimile: 305 262 6935

Signature

Signature

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NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
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: R AND M PRIA CORP
2. The name and address of the registered agent and office is:

Carlos Blanco

(Name)

1705 SW 83 Court

(P.O. Box or Mail Drop Box **NOT** acceptable)

MIAMI, FL 33155

(City/State/Zip)

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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.



Signature, Carlos Blanco

March 8, 2008

(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314