

PD8000033038

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

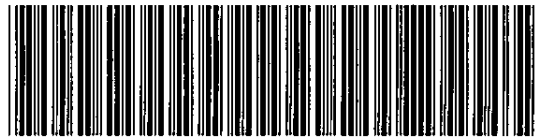
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08 MAR 31 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
3/31

COVER LETTER

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

SUBJECT: 1st Professional Painters, 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:

Tina Forgett

Name (Printed or typed)

PO Box 813368

Address

Hollywood FL 33081-3368

City, State & Zip

(954) 642-9591

Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

**1st PROFESSIONAL PAINTERS, INC.
a Florida corporation**

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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 and/or Chapter 621, F.S. (Profit) of the Florida Statutes.

ARTICLE I:

The name of the corporation shall be: 1ST PROFESSIONAL PAINTERS, INC.

ARTICLE II:

The initial address of the principal office of the Corporation is:

4801 NW 1st Street, Plantation, Florida 33317

and the mailing address is the same.

ARTICLE III:

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

ARTICLE IV:

- (1) The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having the par value of \$.001.
- (2) Shares of preferred stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation, each of which series shall consist of such number of shares and have such distinctive designation or title as shall be affixed by resolution of the Board of Directors prior to such issuance of any shares of such series. Each such class or series of preferred stock shall have such voting powers, full or limited, or no voting powers, and such preferences relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as and shall be stated in such resolution of the Board of Directors providing for the

issuance of such series of preferred stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of the series.

- (3) All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares 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.
- (4) All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- (5) 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.

ARTICLE V:

The initial officers and/or directors are:

Anthony Goutis	Eduardo Bernal	Tina Forgette
4801 NW 1 st Street	4801 NW 1 st Street	4801 NW 1 st Street
Plantation, Florida 33317	Plantation, Florida 33317	Plantation, Florida 33317
Vice President	Vice President	Vice President

ARTICLE VI:

The name and Florida street address of the registered agent is:

Eduardo Bernal
4801 NW 1st Street
Plantation, Florida 33317

ARTICLE VII:

The name and Florida street address of the incorporator is:

Eduardo Bernal
4801 NW 1st Street
Plantation, Florida 33317

ARTICLE VIII:

In furtherance and not in limitation of the powers conferred by statute and subject to Article IX hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation.

ARTICLE IX:

Notwithstanding Article VIII hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmation vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the continuing directors the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

ARTICLE X:

The Corporation expressly elects not to be governed by section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI:

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the

Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.


IN WITNESS WHEREOF, I have caused the execution, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 26th day of March, 2008



Eduardo Bernal, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Eduardo Bernal having his business office at 4801 NW 1st Street, Plantation, Florida 33317, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes, this 26th day of March, 2008.



Eduardo Bernal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA