

P08000101521

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000254755 3)))



H080002547553ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CABEZA & ASSOCIATES P.A.
Account Number : I20010000076
Phone : (305) 444-7282
Fax Number : (305) 444-7281

FLORIDA PROFIT/NON PROFIT CORPORATION

VILLAGE BY THE BAY 9304 CORPORATION

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burah NOV 14 2008

FILED

2008 NOV 13 PM 4:20

RECEIVED

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA 09 NOV 13 PM 1:11**

DIVISION OF CORPORATION

11/13/2008 13:19

ACG REAL ESTATE → 850-617-6381

NO. 756 7 0007

850-617-6381

850-617-6381

11/13/2008 9:58

PAGE 001/001

Florida Dept of State



November 13, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CABEZA & ASSOCIATES PA

SUBJECT: VILLAGE BY THE BAY 9304 CORPORATION

REF: W08000051591

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please refax, page 3 is cut off.

An effective date may be added to the Articles of Incorporation if a 2009 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.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000254755
Letter Number: 208A00057060

((H08000254755 3)))

ARTICLES OF INCORPORATION
OF
VILLAGE BY THE BAY 9304 CORPORATION

FILED
2008 NOV 13 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

VILLAGE BY THE BAY 9304 CORPORATION

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation

PREPARED BY:
Manuel E. Cabeza, Esquire
255 University Drive
Coral Gables, Florida 33134
Phone (305) 444-7282
Florida Bar No. 371165

((H08000254755 3)))

(((H08000254755 3)))

Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation and its mailing address, is Calle 127B No. 7B 42, Apt. 402, Bogota, Colombia.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 255 University Drive, Coral Gables, Florida 33134. The name of the initial registered agent at such office is **Manuel E. Cabeza**.

ARTICLE VII

Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have one (1) director. The name and address of the initial Director is as follows:

<u>Name</u>	<u>Address</u>
Victor Manuel Hernandez	Calle 127B No. 7B 42 Apt. 402 Bogota, Colombia

(((H08000254755 3)))

(((H08000254755 3)))

ARTICLE VIII

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Victor Manuel Hernandez

President, Secretary & Treasurer

ARTICLE IX

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, 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 a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

(((H08000254755 3)))

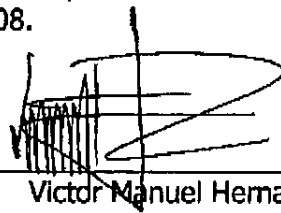
((H08000254755 3)))

ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is Victor Manuel Hernandez, Calle 127B, No. 7B 42, Apt. 402, Bogota, Colombia.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of November 2008.

A handwritten signature in black ink, appearing to be 'Victor Manuel Hernandez', is written over a horizontal line. The signature is stylized with a large, sweeping 'V' and 'H'.

Victor Manuel Hernandez

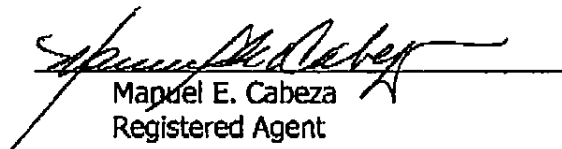
((H08000254755 3)))

(((H08000254755 3)))

REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for **VILLAGE BY THE BAY 9304 CORPORATION**, (the "Corporation") at the address designated on the Articles of Incorporation of the Corporation, pursuant to the requirements of Section 607.501, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Corporation and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 5th day of November 2008


Manuel E. Cabeza
Registered Agent

(((H08000254755 3)))