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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FRUTYLANDYA, INC**

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FRUTYLANDYA, INC**

We, the undersigned, do hereby associate ourselves together and subscribe These Articles of Incorporation for the purpose of forming under the laws of state of Florida, Charter 607 and subject to the following provisions:

**ARTICLE ONE**

The name of the Corporation shall be: **FRUTYLANDYA, INC**

**ARTICLE TWO**

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The general nature of business to be transacted by this corporation shall be:

- a) This Corporation is organized for the purpose of engaging in a business organized under Florida General Corporation Law, Chapter 607, and Florida Statutes.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademark, and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscription or otherwise and receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, trust receipts, and other securities, obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, stock, companies, syndicates, association firms, trusts, or persons, public or private, or by the government of the United States of America, of by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof, to possess and exercise all the rights, powers and privileges of ownership, including the right, powers and privileges of ownership, including the right to execute consents and vote thereon, and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things herein above set forth to the extent as natural persons might or could do.

### **ARTICLE THREE**

The maximum number of shares of stock, which the corporation shall have outstanding at any time, shall be 100 shares, common stock one (1.00) dollar par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock

### **ARTICLE FOUR**

The principal office of the corporation shall be located at:

**579 WEST FLAGLER ST. MIAMI, FL 33130**

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE FIVE

This corporation shall have 1 director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by-laws, but shall never be less than one (1) nor more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or Officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or hers having heretofore or hereafter been a director or officer of this corporation, or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him or her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for,

Any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled nor shall anything contained restrict the right of corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other way be affected or invalidated by the fact that any of the directors of corporation are pecuniary or otherwise interested in or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with the like force and effect as if he were no such director or officer of such other corporation or not so interested.

**ARTICLE SIX**

The names and post office addresses of the members of the First Board of Directors and Officers who shall hold office for the first year of existence of the corporation of until their successors are elected or appointed and have qualified. Are as follows:

**BOARD OF DIRECTORS**

**PRESIDENT: DANIEL PALMA -579 WEST FLAGLER ST. MIAMI, FL 33130**

**ARTICLE SEVEN**

The names and post office addresses of each of the subscribers to these Articles of Incorporation are as follows:

<b><u>NAME:</u></b>	<b><u>ADDRESS</u></b>
<b>DANIEL PALMA -</b>	<b>579 WEST FLAGLER ST. MIAMI, FL 33130</b>

**ARTICLE EIGHT**

This corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Article of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law .

## **ARTICLE NINE**

This Article of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

## **ARTICLE TEN**

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director remove from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-law of the Board of Directors. All holders of common stock of this corporation shall be fully or partially paid unless otherwise determined by the Board at or before the time of issuance thereof.

## **ARTICLE ELEVEN**

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

## **ARTICLE TWELVE**

The registered Agent for services of process in the State of Florida, and its registered office shall be **DANIEL PALMA -579 WEST FLAGLER ST. MIAMI, FL 33130**

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**ARTICLE THIRTEEN**

The shareholders may at their sole discretion, repeal, alter or amend the by laws of this corporation as provided under Charter 607.081 of the Florida statues, restricting the power vested in the Board of Directors to adopt, amend, or repeal the by-laws within its regular course or business .

**IN WITNESS WHEREOF**, the undersigned incorporates have hereunto set their hands and affix their seals on this   3   day of April   2009  

  
\_\_\_\_\_  
DANIEL PALMA

**ACKNOWLEDGEMENT BY RESITERED AGENT**

The undersigned, having been named in the foregoing Articles of Incorporation of:  
To accept service of process, hereby accepts such designation.

STATE OF FLORIDA)

) SS

  
\_\_\_\_\_  
DANIEL PALMA

COUNTY OF DADE)

**BEFORE ME**, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

To me well known and known to me to be the persons described in, whom after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand official seal, at Miami, said county and State, this   3   day of April, 2009

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large