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**EXAMINER** 



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EXAMINER

CORAPORP

# AGUSTIN DE GOYTISOLO, P.A.

TELEFAX 305.668.9959 1550 MADRUGA AVENUE, STE. 403 CORAL GABLES, FLORIDA 33146-3019 TELEPHONE 305.443.34127658.9799 E-MAIL esteley@att.net

June 19, 2009

Division of Corporations

Personal & Confidential

Attention: Mr. Buck Kohl

Post Office Box 6327

Tallahassee, Florida 32314

Re: South Florida Controls Inc, filing of articles of incorporation.

Dear Buck:

Enclosed for filing please find duplicate (2) originals of the Articles of Incorporation of the above named Florida corporation for profit, appreciating that once such Articles are filed, you order that a certified copy thereof are returned to the undersigned at your earliest opportunity. Likewise, included is a postage prepaid envelope for the return of the certified copy above mentioned.

Also enclosed is a check payable to the Department of State in the amount of \$155.00 to cover the following fees:

Filing Fee	\$35.00
Certified copy	8.75
Registered agent designation	<u>35.00</u>
Total	<u>\$ 78.75</u>

Awaiting to hear from you, if in doubt or if you need additional information, do not hesitate to call me, if in doubt. With best personal regards, I remain

Sincerely yours in Xto.

Agustin de Goytisolo

Enc. (4)

cc. Mr. Héctor Hernández P.E.

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# ARTICLES OF INCORPORATION OF SOUTH FLORIDA CONTROLS INC.

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Aet (the "Act"):

## ARTICLE I - NAME

The name of the corporation is SOUTH FLORIDA CONTROLS INC

#### **ARTICLE II - PRINCIPAL OFFICE**

The initial principal place of business or mailing address of the Corporation shall be located at 13393 SW 131<sup>ST</sup> Street, Miami FL 33186.

#### ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on the date of filing of these articles of incorporation, and shall have perpetual existence thereafter, unless sooner dissolved.

#### ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue ten million (10,000,000) shares of common stock having a par value of One United States Cent (\$0.01), each entitled to one (1) vote per share.

#### **ARTICLE V - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its Board of Directors. Once a quorum at a directors' meeting has been established, the affirmative

vote of a majority of the directors present is the act of the directors. The Board of Directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the Board of Directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial directors, who shall hold office until their respected successors have been elected and qualified, are:

Name of Director(s):

Director(s)' Address(es):

Héctor Hernández, LEEDTM AP Raúl Teijeiro

8280 SW 144 <sup>ST</sup> Street , Miami FL 33158, and 13045 SW 68 Street, #211, Miami FL 33183

# **ARTICLE VI - INDEMNIFICATION**

The Corporation shall have the power to indemnify and insure, at the discretion of its Board of Directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another

Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the Board of Directors.

#### <u>ARTICLE VIII - INCORPORATOR</u>

The subscriber to these Articles is Agustin de Goytisolo, whose address is 600 Biltmore Way # 1205, Coral Gables FL 33134.7534.

#### <u>ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT</u>

The initial registered office of the Corporation is Agustin de Goytisolo, whose address is 600 Biltmore Way # 1205, Coral Gables FL 33134.7534, who by these presents accepts his designation as the registered agent of the Corporation in compliance with Section 607.0505, Florida Statutes,

**IN WITNESS WHEREOF**, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on June 19<sup>th</sup>, A.D. 2009.

Agustin de Goytisolo, Incorporator (SEAL),

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