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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 24 2009
D. A. WHITE

Jorge Eduardo González, AIA, LEED AP

6601 SW 116 CT #201

Miami, FL 33173

786.299.7858

jorge@verticaldesignstudio.com

August 18, 2009

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

RE: Vertical Design Studio, P.A.

To whom it may concern,

Enclosed are an original and one copy of Articles of Incorporation of Vertical Design Studio, P.A., and a check for \$78.75 to cover the Filing fee, Designation of Registered Agent fee, and the Certified Copy fee. If you have any questions, please do not hesitate to call us.

We now await for the certified copy of the filed Articles of Incorporation.

Thank you,



Jorge Eduardo González, AIA, LEED AP

ARTICLES OF INCORPORATION OF VERTICAL DESIGN STUDIO, P.A.

The undersigned incorporator, for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. Name of Corporation.

The name of this Florida corporation is:

Vertical Design Studio, P.A.

ARTICLE II. Corporate Existence.

This Corporation shall have perpetual existence.

ARTICLE III. Purpose.

The Corporation is being formed for the practice of architecture, interior design, planning and any and all lawful business.

ARTICLE IV. Incorporator.

The name and address of the incorporator is:

Jorge Eduardo González
6601 SW 116 CT #201
Miami, FL 33173

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ARTICLE V.
Principal Office.

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

6601 SW 116 CT #201
Miami, FL 33173

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
Registered Office.

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

6601 SW 116 CT #201
Miami, FL 33173

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII.
Registered Agent.

The initial registered agent of the Corporation for accepting service of process and who upon accepting this designation agrees to comply with the provision of Section 48.091, Florida Statutes as amended from time to time, shall be:

Jorge Eduardo González
6601 SW 116 CT #201
Miami, FL 33173

ARTICLE VIII.
Board of Directors.

The name of each member of the Corporation's Board of Director(s) is:

Jorge Eduardo González

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time by resolution adopted by a super majority vote (more than 70%) of the outstanding common stock. The election of directors shall be done in accordance with the Bylaws.

The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE IX.
Indemnification of Board of Directors
and Officers.

The Corporation shall have the authority to enter into indemnification agreements or arrangements with its officers and directors that provide for indemnification and advancement of expenses to the fullest extent not prohibited by law in existence now or hereafter.

ARTICLE X.
Capital Stock.

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred thousand (100,000) shares, consisting of (i) fifty-thousand (50,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) fifty-thousand (50,000) shares of Preferred Stock, par value \$0.02 per share, of which all hundred thousand (100,000) shall be subject to the designations, preferences, limitations and relative rights set forth in this Article.

ARTICLE X.
Dividends.

Except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the provisions of Florida Statutes, the Board of Directors of this Corporation may, from time to time, declare, and the Corporation shall pay, dividends on its shares in cash, property or its own shares.

ARTICLE XI.
Voting Rights.

Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stocks, with each share entitling the holder to one vote per share. Except as otherwise required by law, the Preferred Stock shall have no voting rights.

ARTICLE XII.
Preemptive Rights.

This Corporation elects to have preemptive rights.

ARTICLE XIII.
Restriction on Capital Shares.

In addition to Article XV, the Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, (i) restricting the transferability of the shares of stock of this Corporation, (ii) restricting the appreciation in value of the shares of stock of this Corporation, and (iii) providing for the purchase or redemption by the Corporation of its shares of stock.

ARTICLE XIV.
Stock Issuance, Alienability &
Voting Trust Agreements.

Stock of the Corporation may be issued, owned and registered only in the name or names of an individual who are duly authorized and licensed to practice law in the State of Florida pursuant to 621.09 of the Professional Service Corporation and Limited Liability Company. Subject to Article XV, no stockholder of this Corporation may sell or transfer any of such stockholder's shares of stock of this Corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida.

No stockholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

ARTICLE XV.
Restriction on
Shareholders' Alienability.

Any time a shareholder of this Corporation wishes to sell his/her shares, all shares owned by exiting shareholder of this Corporation must be first offered to existing Preferred Stock shareholder(s) followed by existing Common Stock shareholder(s). (Existing shareholders are defined as being in position of shares at time exiting shareholder wishes sell shares).

Should a shareholder of this Corporation elect to purchase said shares, it shall pay a price based on percentage ownership of exiting shareholder of this Corporation and a fair market valuation of company at the time exiting shareholder provides notification of his/her intent to sell. Should shareholders decline but one or more existing shareholders elect to purchase said shares, the existing shareholder(s) shall pay a price based on a percentage ownership of exiting shareholder of this Corporation and a fair market valuation of company at the time exiting shareholder provides notification of his/her intent to sell. However, if more than one existing shareholder is interested in the shares of the exiting shareholder at point where it

is not feasible to satisfy the existing shareholders, the existing shareholder offering the highest price shall acquire the exiting shareholder's shares.

Should existing Preferred Stock shareholder(s) and existing Common Stock shareholder(s) not wish to purchase shares from exiting shareholder, existing Preferred Stock shareholder(s) followed by existing Common Stock shareholders (if applicable) must then provide a written release, 60 calendar days of receiving written notice from exiting shareholder of the intent to sell, before exiting shareholder can offer shares pursuant to applicable Florida Statutes and Article XIV.

ARTICLE XVI.

Liquidation Distribution.

Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (collectively, Liquidation), and after first, the holders of the Preferred Stock and second, the holders of the Common Stock, shall have been paid in full the amounts to which they shall be entitled (if any) as set forth in any agreement among the Shareholders of the Corporation that may exist from time to time, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation ("Net Assets") shall be distributed to a qualified 501(c)(3) charitable organization designated by the Corporation after approval of a Liquidation. No potential charitable organization shall have any right, nor shall the Corporation have any obligation to, such charitable organization, if, and until, the Corporation shall designate in writing a charity after approving the Liquidation, and then, only to the extent of the Net Assets determined by the Corporation in its sole discretion to be available for such distribution.

ARTICLE XVII.

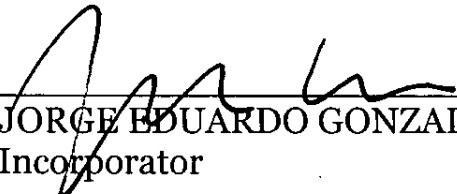
Amendment.

These Articles of Incorporation may be amended, changed, altered or repealed only by super majority (more than 70%) vote of the outstanding common shares.

ARTICLE XVIII.
Effective Date.

These Article of Incorporation shall become effective and the corporate existence will begin as of August 18, 2009.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of August, 2009.



JORGE EDUARDO GONZALEZ,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JORGE EDUARDO GONZALEZ, personally known to me to the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal this 18 day of August, 2009.



NOTARY PUBLIC, State of Florida

Name: Krystle Hernandez

Commission #: DD 843753

My Commission expires: 12/7/2012

REGISTERED AGENT ACKNOWLEDEMENT

Having been named Registered Agent for the above name Corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.



JORGE EDUARDO GONZALEZ,
Registered Agent

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