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RECEIVED  
09 NOV -4 PM 4:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
09 NOV -4 AM 9:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

EP 11/5/09

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bay Lighting Fixtures, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2.00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
BAY LIGHTING FIXTURES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: BAY LIGHTING FIXTURES, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock at \$5.00 per value.

**ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is:

**328 CRANDON BLVD. SUITE 216 C KEY BISCAYNE FL, 33149**

The name of the initial registered agent of this corporation at that address is  
**OMAR MIRABAL**

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

OMAR MIRABAL

328 CRANDON BLVD. SUITE 216 C  
KEY BISCAYNE, FL 33149

**ARTICLE IX -- INCORPORATORS**

The name and address of the person signing these Articles is:

OMAR MIRABAL

328 CRANDON BLVD. SUITE 216 C  
KEY BISCAYNE FL. 33149

**ARTICLE X - BY LAWS**

The power to adopt, alter, amend and repeal by laws shall be vested in the Board of Directors and shareholders.

**ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

OMAR MIRABAL	100% Shares	328 CRANDON BLVD.SUITE 216 C KEY BISCAYNE FL, 33149
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

## **ARTICLE XII - CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Director to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such numbers of such candidates.

## **ARTICLE XIII - CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the Board of Directors.

## **ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned subscribers have executed these Articles Of Incorporation this 30 day of October 2009

  
OMAR MIRABAL

**STATE OF FLORIDA**

**DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the  
Services of Process within This State, Naming Agent  
Upon Whom Process May Be Served and Names  
and Addresses of the Officers  
and Directors

**BAY LIGHTING FIXTURES, INC.**

The following is submitted, in compliance with Chapter 48.091, Florida Status  
**BAY LIGHTING FIXTURES, INC.** a corporation organizing or organizing  
under the laws of the State of Florida with its principal office at 328 CRANDON  
BLVD.SUITE 216 C the city of Key Biscayne county of Dade, State of Florida has  
named Omar Mirabal located at 328 Crandon Blvd. Suite 216 C in the city of Key  
Biscayne, Dade county, State of Florida as its agent to accept service of process within  
this State.

**NAME**

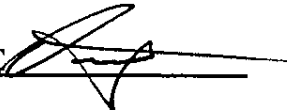


**SPECIFIC ADDRESS**

Omar Mirabal

328 Crandon Blvd. Suite 216 C  
Key Biscayne, Fl 33149

**NAME**



**TITLE**

**SPECIFIC ADDRESS**

Omar Mirabal

Pres/Sec.

328 Crandon Blvd., Suite 216 C  
Key Biscayne, Fl 33149

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep office open during  
prescribed hours; to post my name (and any other officers of said corporation authorized  
to accept, service of process at the above Florida designated address) in some  
conspicuous place in office as required by Law.

  
Omar Mirabal

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