

P09000099059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

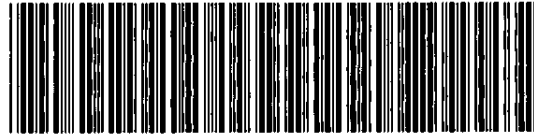
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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12/09/09--01001--002 **166.25

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2009 DEC -8 PM 2:47 09 DEC -8 PM 3:04
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

EP 12/8/09

Rowland V. Williams

Requester's Name

6411-1 Arlington Road

Address

Jacksonville FL 904-744-2459

City/State/Zip

Phone #

Office Use Only

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

1. EMAYAY'S LEARNING INSTITUTE INC.
(Corporation Name) (Document #)
2. TORRES FLOOR COVERING INC
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
TORRES FLOOR COVERING INC.**

FEIN # 27-1439185

The undersigned Incorporator to these Articles of Incorporation, a natural person
Competent to contract, hereby forms a corporation under the laws of the state of
Florida.

ARTICLE I

The name of this corporation is: TORRES FLOOR COVERING INC.

ARTICLE II

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

To engage in any activity or business permitted under the laws of the United States
And of this state.

To the same extent as natural persons might or could do, to purchase or otherwise
Acquire, and to hold , own, maintain, work, develop, sell. Lease, exchange, hire, convey,
Mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest,
Estate, and rights in real property, and personal or mixed property, and franchises,
Rights, licenses or privileges necessary, convenient appropriate for any of the purposes
Herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell,
Assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods,
Wares, merchandise, real and personal property, and services of every class, kind and
Description, now or hereafter permitted by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property. Including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have Outstanding at any one time is:

100,000 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin upon Filing.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other Address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

7823 HAIRE AVENUE # 213
JACKSONVILLE, FLORIDA 32211

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the Number of directors shall be ONE.

ARTICLE VII

The name and post office address of the members of the first Board of Directors

Are:

Name

**ORLANDO C. TORRES
CEO, President, Treasury
Secretary, Director**

Address

**7823 HAIRE AVENUE # 213
JACKSONVILLE, FLORIDA 32211**

ARTICLE VIII

The name and post office address of each incorporator to these Articles of

Incorporation:

Name

Rowland V. Williams

Address

**6411-1 ARLINGTON ROAD
JACKSONVILLE, FLORIDA 32211**

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have Served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or Officers of another corporation in which the corporation at such time owned or may Own shares of stock of which it was or may be a creditor, and their respective heirs, Administrators, successors and assigns, against any and all expenses, including Amounts paid upon judgment, counsel fees, and amounts paid in settlement (before or After suit is commenced), actually and necessarily incurred by such persons in Connection with the defense or settlement of any claim, action, suit, or proceeding in

Which they, or any of them, are made parties, or a party, or which may be asserted
Against them or any of them. by reason of being or having been directors or officers or

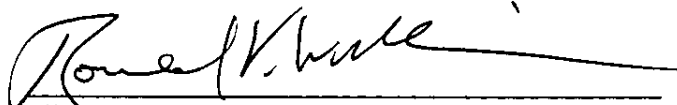
A director or officer of the corporation, or of such other corporation, except in relation
To matters as to which any such director or officer or former director or officer or
Person shall be adjudged in any action, suit, or proceeding to be liable for his own
Negligence or misconduct in the performance of his duty. Such indemnification shall be
In addition to any other rights to which those Indemnified may be entitled under any
Law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall
Indemnify any officer of director, or an former officer or director, to the full extent
permitted by law

ARTICLE X

The Principal office shall be 7823 Haire Avenue # 213, Jacksonville, Florida 32211.
The Registered Agent address is 6411-1 Arlington Road, Jacksonville, Florida
32211, Who is Rowland V. Williams.

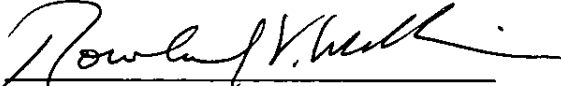
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.
Every amendment shall be approved by the holder or holders of a majority of the stock
Entitled to vote thereon.


Rowland V. Williams, Incorporator

**ACKNOWLEDGEMENT AND ACCEPTANCE OF
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as
Registered agent for said corporation.



ROWLAND V. WILLIAMS
Registered Agent

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TALLAHASSEE, FLORIDA