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Florida Department of State
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**DOMESTICATION
CAMPERO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$128.75

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COVER LETTER

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

SUBJECT: Campero, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status \$ 8.75

Nicole A. Baudini
Name (printed or typed)

201 S. Biscayne Boulevard, Suite 800
Address

Miami, FL 33131
City, State & Zip

(305) 577-3443
Daytime Telephone Number

nbaudini@harpermeyer.com
E-mail address: (to be used for future annual report notification)

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CERTIFICATE OF DOMESTICATION

The undersigned, Blas Escarcega, Jr., Assistant Vice President
(Name) (Title)

of Campero, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 12, 2003.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Campero, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Campero, Inc..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Blas Escarcega, Jr., of Campero, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 11th day of December, 2009.

(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION
OF
CAMPERO, INC.**

The undersigned, acting as incorporator of CAMPERO, INC., under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is CAMPERO, INC. (the "Corporation").

ARTICLE II. BUSINESS AND MAILING ADDRESS

The business and mailing address of the Corporation is:

201 South Biscayne Boulevard, Suite 800
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IV. PURPOSE

The purpose of the Corporation is to conduct any lawful business, to exercise any lawful purpose and power, and to engage in any lawful act or activity for which corporations may be organized under the Act or by any other law of Florida or the United States or by this Certificate together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

ARTICLE VI. AUTHORIZED CAPITAL

A. Authorized Capital. The total number of shares of capital stock that the Corporation is authorized to issue is one hundred fifty thousand (150,000) shares, consisting of

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one hundred thousand (100,000) shares of Common Stock, par value \$.001 per share (the "Common Stock"), and fifty thousand (50,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

B. Common Stock. The shares of Common Stock shall have no preemptive or preferential rights of subscription concerning further issuance or authorization of any securities of the Corporation. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy. The holders of the Common Stock shall be entitled to receive dividends if, as and when declared by the Board of Directors. The Common Stock may be issued from time to time in one or more series and shall have such other relative, participant, optional or special rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Common Stock from time to time adopted by the Board of Directors pursuant to authority so to adopt which is hereby vested in the Board of Directors.

C. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (f) shall have such other relative, participating, optional or special rights, qualifications, limitations, or restrictions thereof, as shall hereafter be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors.

At any time and from time to time when authorized by resolution of the Board of Directors, and without any action by its stockholders, the Corporation may issue or sell any shares of its stock of any class or series, whether out of the unissued shares thereof authorized by this Certificate, as amended from time to time, or out of shares of its stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or so sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of stock of the Corporation of any class or classes or any series thereof. When similarly authorized, but without any action by its stockholders, the Corporation may issue or grant rights, warrants or options, in bearer or registered or such other form as the Board of Directors may determine, for the purchase of shares of the stock of any class or series of the Corporation within such period of time, or without limit as to time, of such aggregate number of shares, and at such price per share, as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the stock of any class or series of the Corporation

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and for such consideration and on such terms and conditions as the Board of Directors, in its sole discretion, may determine. In each case, the consideration to be received by the Corporation for any such shares so issued or sold shall be fixed from time to time by the Board of Directors.

ARTICLE VII. VOTING RIGHTS OF SHAREHOLDERS

Except as otherwise required by law or as otherwise provided in this Certificate or in the Bylaws of the Corporation, any matter properly submitted to a vote of the stockholders at a meeting of the stockholders duly convened at which there is a quorum present shall be deemed approved upon an affirmative vote of the holders of a majority of the outstanding shares of Common Stock present at the meeting, in person or by proxy. No holders of any class of stock of the Corporation other than Common Stock shall be entitled to vote upon any matter, except as may be required by law, this Certificate, or the Bylaws of the Corporation. Written ballots shall not be required for the election of directors.

ARTICLE VIII. POWERS OF DIRECTORS

Except as may otherwise be provided in this Certificate or in the Bylaws of the Corporation, as the same may be amended from time to time, the Board of Directors shall have all powers and authority which may be granted to a board of directors of a corporation under the Act, including but not limited to the following:

- (a) to adopt, amend or repeal the Bylaws of the Corporation;
- (b) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- (c) to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish an such reserve in the manner in which it was created;
- (d) to designate one or more committees;
- (e) to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation, when and as authorized by the shareholders entitled to vote thereon;
- (f) to provide indemnification for directors, officers, employees and/or agents of the Corporation, to the fullest extent permitted by law, subject however, to the limitation of

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liability of directors as set forth in any applicable provisions of section 607 of the Act, including but not limited to, Sections 607.0834 and 607.0850, as amended from time to time; and

(g) to determine from time to time whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the Act or authorized by the Board of Directors or by a resolution of the stockholders.

ARTICLE IX. NUMBER AND APPOINTMENT OF DIRECTORS

The Board of Directors shall consist of one or more members. The number of directors shall be fixed by or in the manner provided in the Bylaws. At each annual meeting of the stockholders, the respective terms then serving of all of the directors then serving in office shall expire at the meeting, and successors to the directors shall be elected to hold office until the next succeeding annual meeting. Existing directors may be nominated for re-election each year for a successive term, in the manner provided in the Bylaws. Each director shall hold office for the term for which he is elected and qualified or until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

ARTICLE X. INITIAL DIRECTORS

The names and addresses of the initial Directors of the Corporation are:

Juan José Gutiérrez
c/o 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

Roberto F. Denegri Ferreyros
5420 Lyndon B. Johnson Freeway, Suite 1375,
Dallas, Texas 75240

Alvaro H. Morales Marcucci
c/o 201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

ARTICLE XI. CONFLICTS OF INTEREST OF DIRECTORS

Pursuant to Section 607.0832 of the Act, to the extent permitted by law, no contract or transaction between the Corporation and one or more of its directors or officers, or between the

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Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if:

(a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) the material fact as to his relationship or interest and as to the contract or transaction are disclosed or are known the stockholders entitled to vote thereon, and the contract or transaction is specifically approved by vote of the stockholders; or

(c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the stockholders.

Common or disinterested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XII. ADDITIONAL INDEMNIFICATION OF DIRECTORS

In addition to any other indemnification granted to directors of the Corporation contained in this Certificate, the Bylaws of the Corporation, or adopted by resolution of the stockholders or directors of the Corporation, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this indemnification shall not eliminate or limit the liability of a director for any breach of the director's duty of loyalty to the Corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or payment of any unlawful dividend or for any unlawful stock purchase or redemption, or for any transaction from which the director derived an improper personal benefit.

ARTICLE XIII. OFFICERS

The names and addresses of the Officers of the Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Juan José Gutiérrez	Chief Executive Officer	c/o 201 S. Biscayne Blvd. Suite 800 Miami, Florida 33131

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Roberto F. Denegri Ferreyros President and Chief
Operating Officer

5420 Lyndon B. Johnson
Freeway, Ste. 1375
Dallas, TX 75240

Alvaro H. Morales Marcucci Secretary

c/o 201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

Blas Escarcega, Jr.

Assistant Vice President

5420 Lyndon B. Johnson
Freeway, Ste. 1375
Dallas, TX 75240

ARTICLE XIV. INCORPORATOR

The name and street address of the incorporator are:

James M. Meyer, Esq.
201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

ARTICLE XV. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of Directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XVI. MISCELLANEOUS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the Corporation or of any creditor or stockholder thereof, or on the application of any receiver/s and/or custodian/s appointed for this Corporation under the provisions of Section 607.1432 of the Act, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4ths) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this

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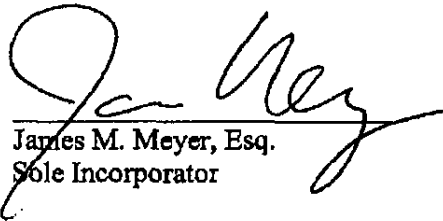
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Corporation as a consequence of such compromise or arrangement, the compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XVII. AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained herein, add any additional provision hereto, increase or decrease the number of authorized shares of stock, or restate this Certificate in its entirety in the manner now or hereafter prescribed by the Act.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 11th day of December, 2009.


James M. Meyer, Esq.
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CAMPERO, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 11th day of December, 2009.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: James M. Meyer
Title: Vice President

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