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(Business Entity Name)

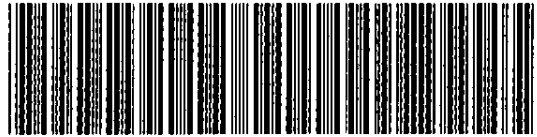
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DIVISION OF CORPORATIONS
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KENNETH N. REKANT, P.A.
ATTORNEY AND COUNSELOR AT LAW

333 41ST STREET — SUITE 506
MIAMI BEACH, FLORIDA 33140
TEL: 305-531-2225
FAX: 305-538-8014

January 14 2010

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

Re: ICB Eliya, Corp.

To Whom It May Concern:

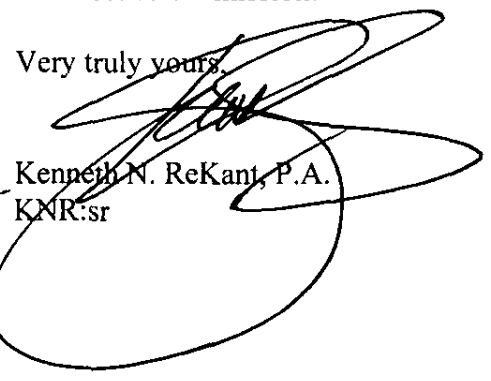
Enclosed please find the following re the abovementioned corporation:

1. Two sets of Articles of Incorporation for new proposed corporation, fully executed.
2. A check in the sum of \$78.75 payable to Florida Department of State [covering the filing fee of \$70.00 and a certified copy of the "Articles Of Incorporation" of \$8.75].
3. I would like corporate existence to commence as of the date you receive the Articles.

Kindly return a certified copy of the Articles of Incorporation to me at the earliest time.

If any problem, **PLEASE CALL ME BY PHONE**, collect, rather than sending the papers back to me for re-submission.

Very truly yours,


Kenneth N. ReKant, P.A.
KNR:sr

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ARTICLES OF INCORPORATION OF
ICB ELIYA, CORP.

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DIVISION OF CORPORATIONS

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I, **THE UNDERSIGNED**, in order to form a corporation pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is **ICB ELIYA, CORP.**

ARTICLE II
CORPORATE PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation are as follows:

A. To do and transact any and all business permitted under the laws of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to said instruments.

E. More specifically the corporation may engage in all aspects of the sales, service, and leasing.

ARTICLE III
AUTHORIZED STOCK

The total amount of the authorized capital stock of this corporation shall be seven hundred fifty (750) shares of common voting stock with nominal or par value of Five (\$5.00) dollars per share.

ARTICLE IV
RIGHT TO BUY NEW STOCK

Every shareholder upon sale of new stock of this corporation of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price it is offered to others.

ARTICLE V
PERPETUAL EXISTENCE

This corporation shall have perpetual existence. It shall become active as of the date these

Articles of Incorporation are received by the Secretary Of State for filing.

ARTICLE VI
CORPORATE ADDRESS

The corporation's address and place of business shall be 3190 Carter Street, Coconut Grove, Florida 33133. The Registered Agent of this corporation is stated below. The shareholders may designate in writing such other addresses for both the place of business and address for Registered Agent.

ARTICLE VII
MANAGEMENT OF CORPORATION

The corporate business shall be managed by its shareholders rather than a board of directors. In the management of the business, the act of the shareholders representing Seventy Five (75%) percent of the outstanding shares of the corporation entitled to vote represented in person or by proxy shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of the corporation entitled to vote, represented in person or by proxy. Same shall be recognized and counted as part of the voting shares toward constituting a quorum at any meeting of shareholders for the management of the business of the corporation. The shareholders may conduct the business of the corporation without meetings by unanimous written consent pursuant to applicable Florida statutes.

ARTICLE VIII
SUBSCRIBER

The name and post office address of the subscriber of these Articles, and a statement of the number of shares of stock which the subscriber has agreed to purchase, is set out below. (The number of shares also shows percentage of ownership.)

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS OF SUBSCRIBER</u>	<u>SHARES</u>
Eliya Nassim	P.O. Box 190832, <i>WASHINGTON AVE.</i> Miami Beach, FL 33139	Fifty Two [52]

[NOTE: The following shares shall be issued to the following persons after this corporation is registered: **Lepaz Ella**, 16 shares; **Abraham Ella**, 16 shares; and **Danielle Ella**, 16 shares.]

ARTICLE IX
DIRECTORS & OFFICERS

The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such officers, agents and factors. They shall be chosen, hold their offices for such terms and have powers and duties as may be prescribed by the By-Laws or determined by the shareholders.

Until an election is duly held pursuant to the applicable Florida Statutes and the applicable portions of the Articles of Incorporation and By-Laws, **ELIYA NASSIM**, the sole subscriber shall act as the sole Director, and shall also hold all the permitted officer positions including but not limited to the President, Secretary and Treasurer.

2010 JAN 19 PM 3:13

ARTICLE X
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or amendment thereto, and any right conferred upon shareholders is subject to this reservation. The power to adopt, alter, amend or repeal By-Laws is vested in the shareholders.

ARTICLE XI
SALE OF STOCK TO NON-SUBSCRIBERS

The shares of capital stock of this corporation may not be resold or otherwise transferred unless such shares are first offered to the remaining shareholders. The price and terms of such offer shall be specified by written agreement among shareholders in a Stockholders Agreement.

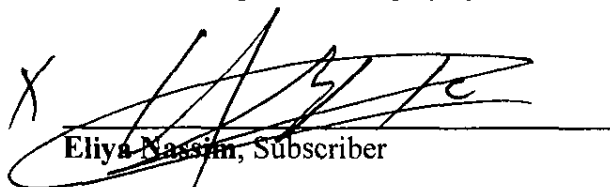
ARTICLE XII
APPROVAL OF MERGER

Approval of shareholders to any plan of merger is required, whether or not such approval is required by law. Said approval must be in writing, confirmed by at least 75% of voting shares.

ARTICLE XIII
CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except it shall not have the power to be a promoter, incorporator, partner member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless consent of at least 75% of outstanding shares of corporation agree otherwise.

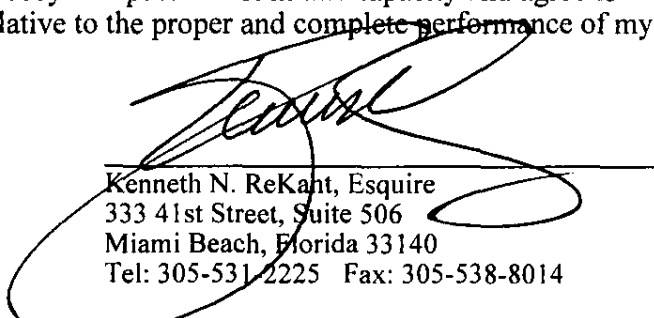
THE UNDERSIGNED subscribing incorporator has set subscriber's hand and seal on the _____ day of January, 2010, for the purpose of forming this corporation under the laws of the State of Florida, and subscriber's hereby makes and files in the office of the Secretary of State of Florida these Articles of Incorporation and certifies under penalties of perjury, that the facts herein are true.

X 
Eliya Nassim, Subscriber

REGISTERED AGENT ACCEPTANCE

As the registered agent chosen to accept service of process for the abovementioned corporation at the address set out below, I hereby accept to so act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties accordingly.

Dated on January 13, 2010.


Kenneth N. ReKant, Esquire
333 41st Street, Suite 506
Miami Beach, Florida 33140
Tel: 305-531-2225 Fax: 305-538-8014