

Florida Department of State
Division of Corporations
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Division of Corporations
 Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT/NON PROFIT CORPORATION
c.l.s. inc.

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ARTICLES OF INCORPORATION
OF
C.L.S. INC.

ARTICLE ONE

NAME

The name of this corporation is:

C.L.S. INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Upon filing with the Secretary of State of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

Prepared by:
and to be returned to:
IGNACIO SIBERIO, ESQ.
525 NW 27th Avenue, Suite 100
Miami, Florida, 33125
Phone (305) 643-5900

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46 Fax (305) 643-4383
47 Fla. Bar 207926
48
49
50
51

52 B. Authorized. The maximum number of shares of
53 Common Stock that this corporation may issue is : Sixty
54 (60)
55

56 C. Non-Par Value. Each share of Common Stock
57 shall be non-par value.
58

59 D. Consideration. Shares of Common Stock may
60 be issued in exchange for cash or other property, real,
61 personal, tangible
62 or intangible, or in labor or services rendered, or any
63 combination
64 of the foregoing. In the absence of fraud in the
65 transaction, the judgment of the Board of Directors as to
66 the value of any such consideration shall be conclusive.
67

68 E. Non-assessability. Each share of Common
69 Stock shall be issued in exchange for consideration which
70 is at least equal to the par value thereof, and shall be
71 fully paid and non-assessable.
72

73 F. Voting rights. Each share of Common Stock
74 shall entitle the record holder thereof to one vote upon
75 each proposal presented at meetings of the stockholders
76 of the corporation.
77

78 G. Dividends. Record holder of Common Stock
79 are entitled to receive their pro-rate share of any
80 dividends that may be declared by the Board of Directors
81 out of assets legally available for such purpose.
82

83 H. Liquidation rights. Holders of Common Stock
84 are entitled, in the event of the liquidation or
85 dissolution of this corporation, to receive their pro
86 rata share of any assets of this corporation remaining
87 after payment of all corporate debts and obligations.
88

89
90
91
92
93
94 **ARTICLE FIVE**

95
96 PRINCIPAL PLACE OF BUSINESS AND INITIAL REGISTERED
97 OFFICE
98

99 The Street Address of the Principal Place of Business
100 and Initial Registered office of this corporation is:

101
102 6095 SW 26th Street, Miami, Florida, 33155
103

104
105 **ARTICLE SIX**

106
107 INITIAL BOARD OF DIRECTORS
108 AND OFFICERS
109

110 This corporation shall have initially one (1)
111 Director. The number of Directors may be either
112 increased or decreased from time to time by the By-Laws
113 but shall never be less than one. The name(s) and
114 address(es) of the initial Director(s) of this
115 corporation is (are):

116
117 Name Address
118
119 CARLOS LOPEZ 6395 SW 26th Street, Miami, Fl
120 33155
121

122 **ARTICLE SEVEN**

123
124 BY-LAWS
125

126 The power to adopt, alter, amend or repeal By-Laws
127 shall be vested either in the Board of Directors or the
128 stockholders, but the Board of Directors may not amend or
129 repeal any By-Law adopted by stockholders if the
130 stockholders specifically provide such By-Law not subject

131 to amendment or repeal by the Directors.

132
133 **ARTICLE EIGHT**

134
135 **PREEMPTIVE RIGHTS**

136
137 Every stockholder, upon the sale for cash of any new
138 stock of this corporation of the same kind, class or
139 series as that which he already holds, shall have the
140 right to purchase his pro-rata share thereof (as nearly
141 as may be done without issuance of fractional shares) at
142 the price at which it is offered to others.

143
144 **ARTICLE NINE**

145
146 **STOCKHOLDER QUORUM AND VOTING**

147
148 Majority of the shares entitled to vote, represented
149 in person or by proxy, shall constitute a quorum at a
150 meeting of stockholders.

151
152 If a quorum is present, the affirmative vote of
153 majority of the shares represented at the meeting and
154 entitled to vote on the subject matter shall be the act
155 of the stockholders.

156
157 **ARTICLE TEN**

158
159 **APPROVAL OF STOCKHOLDERS REQUIRED**
160 **FOR MERGER**

161
162 The approval of the stockholders of this corporation
163 to any plan of merger shall be required in every case,
164 whether or not such approval is required by law.

165
166 **ARTICLE ELEVEN**

167
168 **DIRECTOR QUORUM AND VOTING**

169
170 The Majority of the Directors shall constitute a
171 quorum for a meeting of Directors.

173 If a quorum is present, the affirmative vote of the
174 majority of the Directors present, or, if a Director or
175 Directors have abstained from voting because of an
176 interest in the matter to be voted upon, the affirmative
177 vote of majority of the remaining Directors present and
178 voting, shall be the act of the Board of Directors.

179
180 **ARTICLE TWELVE**

181
182 **INDEMNIFICATION**

183
184 The corporation shall indemnify any officer or
185 director, or any former officer of director, to the full
186 extent permitted by law.

187
188 IN WITNESS WHEREOF, the undersigned Subscriber has
189 executed these Articles of Incorporation this February
190 11, 2010

191
192 **ARTICLE THIRTEEN**

193
194 The name and address, and interest, of the persons or
195 entities with right to subscribe shares of stock of this
196 corporation are:

197
198 CARLOS LOPEZ

6095 SW 26th Street, Miami,
Florida, 33155.

199
200
201 
202 CARLOS LOPEZ

203 Subscriber

204 Address: 6095 SW 26th Street,
205 Miami, Florida, 33155.

206
207
208
209
210
211 STATE OF FLORIDA
212 COUNTY OF DADE

213
214 Before me personally appeared CARLOS LOPEZ personally

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known to me, who under oath acknowledged to have executed the foregoing instrument, and avers that the statements made are true and correct.

SUBSCRIBED this February 11, 2010.

Gloria Schering
NOTARY PUBLIC. State of Florida



CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First: That C.L.S., INC desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named CARLOS LOPEZ Resident and Registered Agent.

Second: That said Resident and Registered Agent, having been named to accept service of process for the above stated Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping one said office.

BY: *Carlos Lopez*
Resident and Registered Agent

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CLERK OF DISTRICT
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TALLAHASSEE, FLORIDA

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