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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 3, 2010

CAROL BERNICE AUGUSTE  
8260 S.W. 210TH STREET, APT.220  
CUTLER BAY, FL 33189

SUBJECT: CARBA, INCORPORATED  
Ref. Number: W10000026711

We have received your document for CARBA, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Only one person can serve as the Registered Agent.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6921.

Maryanne Dickey  
Document Specialist Supervisor  
New Filing Section

Letter Number: 810A00013819

## COVER LETTER

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

**SUBJECT:** CARBA, INCORPORATED

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** CAROL BERNICE AUGUSTE

Name (Printed or typed)

8260 S.W. 210th STREET, APARTMENT 220

Address

CUTLER BAY, FLORIDA 33189

City, State & Zip

(305) 878-4182

Daytime Telephone number

noulainc@live.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLE of INCORPORATION**  
**OF**  
**CARBA**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10 JUN 14 AM 10:48

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under the State of Florida's Statutes, adopts the following articles of incorporation. The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I NAME OF CORPORATION**

The name of this Corporation shall be: CARBA, Incorporated

**ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is: 8260 SW 210<sup>th</sup> Street, Apartment #220, Cutler Bay, Miami-Dade County, Florida 33189, United States of America.

**ARTICLE III REGISTERED OFFICE AND AGENT FOR SERVICE**

The registered office of the Corporation in the State of Florida is located at: 8260 SW 210<sup>th</sup> Street, Apartment #220, Cutler Bay, Miami-Dade County, Florida 33189, United States of America.

**ARTICLE IV CORPORATE PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

**ARTICLE V DURATION**

The duration of the corporate existence shall be perpetual.

## ARTICLE VI AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$1.00 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available, therefore, as and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

## ARTICLE VII CAPITAL STOCK

### (1) Shares, Classes and Series Authorized.

(a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,775,000,000 shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

(i) 750,000,000 shares of Class A Common Stock, \$1.00 par value ("Class A Common Stock").

(ii) 10,000,000,000 shares of Class B Common Stock, \$1.00 par value ("Class B Common Stock").

(iii) 25,000,000 shares of Preferred Stock, \$1.00 par value ("Preferred Stock").

(b) The number of authorized shares of Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

(2) Powers and Rights of the Class A Common Stock and the Class B Common Stock. Except as otherwise expressly provided in this Restated Certificate of Incorporation, all issued and outstanding shares of Class A Common Stock and Class B Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

A. Voting Rights and Powers. Except as otherwise provided in this Restated Certificate of Incorporation or required by law, with respect to all matters upon which stockholders are entitled to vote, the holders of the outstanding shares of Class A Common Stock shall vote together with the holders of any other outstanding shares of capital stock of the Corporation entitled to vote, without regard to class, and every holder of outstanding shares of Class A Common Stock shall be entitled to cast thereon one vote in person or by proxy for each share of Class A Common Stock standing in his name. The holders of

shares of Class A Common Stock shall have the relevant class voting rights set forth in Article IX. Except as otherwise required by law, the holders of outstanding shares of Class B Common Stock shall not be entitled to any votes upon any questions presented to stockholders of the Corporation, including but not limited to, whether to increase or decrease (but not below the number of shares then outstanding) the number of authorized shares of Class B Common Stock.

B. Dividends. Subject to the rights and preferences of the Preferred Stock set forth in this Article IV and in any resolution or resolutions providing for the issuance of such stock as set forth in Section (3) of this Article IV, the holders of Class A Common Stock and Class B Common Stock shall be entitled to receive ratably such dividends as may from time to time be declared by the Board of Directors out of funds legally available therefore.

C. Distribution of Assets Upon Liquidation. In the event the Corporation shall be liquidated, dissolved or wound up, whether voluntarily or involuntarily, after there shall have been paid or set aside for the holders of all shares of the Preferred Stock then outstanding the full preferential amounts to which they are entitled under this Article IV or the resolutions, as the case may be, authorizing the issuance of such Preferred Stock, the net assets of the Corporation remaining thereafter shall be divided ratably among the holders of Class A Common Stock and Class B Common Stock.

D. Split, Subdivision or Combination. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other class of Common Stock shall be proportionally split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the other class of Common Stock have been split, subdivided or combined.

E. Conversion. So long as there are 10,000 shares of Class A Common Stock outstanding, each record holder of shares of Class A Common Stock and Class B Common Stock may convert any or all of such shares into an equal number of shares of Class B Common Stock by surrendering the certificates for such shares, accompanied by payment of documentary, stamp or similar issue or transfer taxes, if any, along with a written notice by such record holder to the Corporation stating that such record holder desires to convert such shares into the same number of shares of Class B Common Stock and requesting that the Corporation issue all of such Class B Common Stock to the persons named therein, setting forth the number of shares of Class B Common Stock to be issued to each such person and the denominations in which the certificates therefore are to be issued.

### (3) Powers and Rights of the Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as may be stated or expressed in the resolution or resolutions providing for the issue of such stock adopted from time to time by the Board of Directors; and in such resolution or resolutions providing for the issuance of shares of each particular series, the Board of Directors is also expressly authorized to fix: the right

to vote, if any; the consideration for which the shares of such series are to be issued; the number of shares constituting such series, which number may be increased (except as otherwise fixed by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors; the rate of dividends upon which and the times at which dividends on shares of such series shall be payable and the preference, if any, which such dividends shall have relative to dividends on shares of any other class or classes or any other series of stock of the Corporation; whether such dividends shall be cumulative or noncumulative, and, if cumulative, the date or dates from which dividends on shares of such series shall be cumulative; the rights, if any, which the holders of shares of such series shall have in the event of any voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the affairs of the Corporation; the rights, if any, which the holders of shares of such series shall have to convert such shares into or exchange such shares for shares of any other class or classes or any other series of stock of the Corporation or for any debt securities of the Corporation and the terms and conditions, including, without limitation, price and rate of exchange, of such conversion or exchange; whether shares of such series shall be subject to redemption, and the redemption price or prices and other terms of redemption, if any, for shares of such series including, without limitation, a redemption price or prices payable in shares of Class A Common Stock or Class B Common Stock; the terms and amounts of any sinking fund for the purchase or redemption of shares of such series; and any and all other powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof pertaining to shares of such series permitted by law.

**(4) Issuance of Class A Common Stock, Class B Common Stock and Preferred Stock.**

Subject to Article XIII of this Restated Certificate of Incorporation, the Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of Class A Common Stock, Class B Common Stock and Preferred Stock herein authorized in accordance with the terms and conditions set forth in this Restated Certificate of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by any of the stockholders of the Corporation, except as otherwise required by law.

**ARTICLE VIII DIRECTORS**

**(1) Power of the Board of Directors.** Subject to Article XIII of this Restated Certificate of Incorporation, the property and business of the Corporation shall be controlled and managed by or under the direction of its Board of Directors. In furtherance, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized, subject in all cases to Article XIII of this Restated Certificate of Incorporation :

**(a)** To make, alter, amend or repeal the By-Laws of the Corporation; provided that no By-Laws hereafter adopted shall invalidate any prior act of the Directors that would have

been valid if such By-Laws had not been adopted;

(b) To determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the property, business and affairs of the Corporation, including, without limitation, the power to designate and empower committees of the Board of Directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for Board meetings, as well as the manner of taking Board action; and

(c) To exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Restated Certificate of Incorporation, and the By-Laws of the Corporation.

(2) Number and Qualifications of Directors. The number of directors constituting the entire Board of Directors shall be fixed from time to time by resolution of the Board of Directors but shall not be less than three nor more than twenty. Directors shall be elected to hold office for a term of one year. As used in this Restated Certificate of Incorporation, the term "entire Board of Directors" means the total number of Directors fixed in the manner provided in this Article V Section (2) and in the By-Laws.

#### ARTICLE IX SHAREHOLDERS

1.1 Annual Meeting. A meeting of shareholders shall be held each year for the election of directors and for the transaction of any other business . . .

1.2 Special Meeting. Special meetings of the shareholders, for any purpose or purposes, shall be held when directed by the chair of the board/president/board of directors, or at the request of the holders.

1.3 Place of Meeting. The board of directors may designate any place, either within or without the state of Florida, as the place of meeting.

1.4 Action Without a Meeting. Action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by two third of the holders of outstanding shares.

1.5 Notice of Meeting. Except in accordance with State of statutes, written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by mail, e-mail or in person.

1.6 Waiver of Notice of Meeting. Whenever any notice is required to be given to any shareholder, a waiver in writing signed by the person shall be delivered by mail, e-mail or in person.

1.7 Fixing of Record Date. In order that the corporation may determine the shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, there must be a fixing recorded date.

1.8 Shareholders' List. After fixing a record date for a meeting of shareholders, the corporation shall prepare an alphabetical list of the names and position.

1.9 Voting Per Share. Except as otherwise provided in the articles of incorporation or by State of Florida, each shareholder is entitled to one vote for each outstanding share held by him or her.



## ARTICLE X BOARD OF DIRECTORS

2.1 General Powers. Except as provided in the articles of incorporation and by STATE X statute X, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its board of directors.

2.2 Number, Terms, Classification, and Qualification. The board of directors of the corporation shall consist of . . .

2.3 Regular Meetings. An annual regular meeting of the board of directors shall be held without notice . . .

2.4 Special Meetings. Special meetings of the board of directors may be called by the chair of the board, the president, or any two directors. . .

2.5 Waiver of Notice of Meeting. Notice of a meeting of the board of directors need not be given to any director who signs a written waiver of notice before, . . .

2.6 Quorum. A majority of the number of directors fixed by, or in the manner provided in, these bylaws shall constitute a quorum for the transaction of business . . .

2.7 Effect of Action. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors.

2.8 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or a committee of the board when corporate action is taken shall be presumed . . .

2.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors or a committee of it may be taken without a meeting if a consent in writing,

2.10 Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the board of directors may participate in a meeting of the board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

## ARTICLE XI OF BOARD of DIRECTORS

BOARD of DIRECTORS		
NAME	POSITION	ADDRESS
Carol Bernice Auguste	Founder\ President	8260 SW 210 <sup>th</sup> Street, Apartment 220 Cutler Bay, Miami-Dade-County, Florida 33189
Olivia Albury	Treasurer	5221 N.W. 13 <sup>th</sup> Avenue Miami, 33142
Donna Sands-Watson	Secretary	720 S.W.13 <sup>th</sup> Street Florida City, Florida, Miami-Dade County, Florida 33034
Sheri Burns	Director	726 West Palm Drive, Apartment 807 Florida City, Florida, Miami-Dade County, Florida 33034

## ARTICLE XII OFFICERS

3.1 Officers. The officers of the corporation shall be a chief executive officer, president . .

3.2 Appointment and Term of Office. The officers of the corporation shall be appointed annually by the board of directors . . .

3.3 Resignation. Any officer of the corporation may resign from his or her respective office or position by delivering notice to the corporation . . .

3.4 Removal. Any officer of the corporation may be removed from his or her respective office . . .

3.5 President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors . . .

3.6 Compensation. The compensation of the officers of the corporation shall be fixed from time to time by the board of directors.

#### ARTICLE XIII CERTIFICATES OF STOCK

4.1 Certificates for Shares. The board of directors shall determine whether shares of the corporation shall be uncertificated or certificated . . .

4.2 Transfer of Shares; Ownership of Shares. Transfers of shares of stock of the corporation shall be made only on the stock transfer books of the corporation, and only after the surrender to the corporation of the certificates representing such shares. Except as provided by STATE X statute X . . .

4.3 Lost Certificates. The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form . . .

#### ARTICLE XIV ACTIONS WITH RESPECT TO SECURITIES OF OTHER CORPORATIONS

Unless otherwise directed by the board of directors, the president or a designee of the president shall have power to vote and otherwise act on behalf of . . .

#### ARTICLE XV AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by action of the board of directors . . .

#### ARTICLE XVI CORPORATE SEAL

The board of directors shall provide for a corporate seal that shall be circular . . .

#### ARTICLE XVII PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE XVIII INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Action Not By or on Behalf of Corporation (1) Right to Indemnification. The Corporation shall indemnify any person who was or is a party involved in or is threatened to be made a party to involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) , by reason of the fact that he is or was a Director, officer,

employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent (including, without limitation, a trustee) of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment and unless applicable law otherwise requires, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against judgments, fines, amounts paid in settlement and expenses (including, without limitation, attorneys' fees), actually and reasonably incurred by him in connection with such action, suit or proceeding. if he acted in good faith and in a manner reasonably believed to be. Notwithstanding the foregoing, except as provided in or not opposed to the best interests of the Corporation, and paragraph (7) of this Article VI with respect to any criminal action or proceedings to enforce rights to indemnification and advancement of expenses, the Corporation shall indemnify an indemnitee in connection with a proceeding , had no reasonable cause to believe his conduct was unlawful. The termination (or part thereof) initiated by the indemnitee, if and only if the Board of any Directors authorized the bringing of the action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, (or part thereof) in advance of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests the commencement of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful proceeding.

**Action By or on Behalf of Corporation.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Successful Defense.** To the extent that a present or former Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article VI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including,

without limitation, attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Determination of Right to Indemnification in Certain Circumstances.** Any indemnification under Section 1 or 2 of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2 of this Article VI. Such determination shall be made, with respect to a person who is a Director or officer at the time of such determination, (1) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such Directors designated by a majority vote of such Directors, even though less than a quorum, or (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders of the Corporation entitled to vote thereon.

**Advance Payment of Expenses.**

(a) Expenses (including attorneys' fees) incurred by a Director or officer in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt; provided, however, that, to the extent required by the Delaware General Corporation Law, as the same exists or may hereafter be amended, such Director or officer shall submit to the Corporation, prior to the payment of such expenses, an undertaking by or on behalf of such Director or officer, to repay such amount if it shall ultimately be determined in a final, non-appealable judicial decision that he such indemnitee is not entitled to be indemnified by the Corporation for such expenses as authorized in this Article.

(b) Expenses (including attorneys' fees) incurred by any other employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Corporation deems appropriate.

(6) (4) Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Without limiting the foregoing, the Corporation is authorized to enter into an agreement with any Director, officer, employee or agent of the Corporation providing indemnification for such person against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement that result from any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, any action by or in the right of the Corporation, that arises by reason of the

fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation.

ARTICLE XIX INCORPORATOR

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

Carol Bernice August  
8260 SW 210<sup>th</sup> Street, Apartment #220, Cutler Bay, Miami-Dade County, Florida 33189  
United States of America.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JUN 14 AM 10:48

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this  
26<sup>th</sup> day of May, 2010.

Carol Bernice Auguste  
Carol Bernice Auguste  
Incorporator

THE UNDERSIGNED, named as the registered agent in these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Carol Bernice Auguste  
Carol Bernice Auguste, Agent  
8260 SW 210<sup>th</sup> Street, Apartment #220, Cutler  
Bay, Miami-Dade County, Florida 33189, United  
States of America.

June 11, 2010  
Date: