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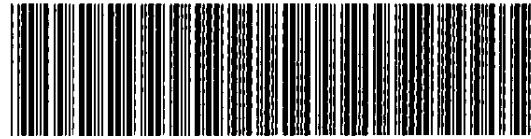
(Business Entity Name)

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AND
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10 AUG 30 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 8/31/10

COVER LETTER

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

SUBJECT: Gencio Management Co Inc

(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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Charles Valencia
Name (Printed or typed)

5821 Tarragon Dr,
Address

West Palm Beach, FL 33415
City, State & Zip

(561) 329-6238

Daytime Telephone number

CHARLES.F.VALENCIA@ATT.NET

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

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

APPROVED
AND
FILED

10 AUG 30 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GENCIO MANAGEMENT CO INC.

The undersigned, for the purpose of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation is **GENCIO MANAGEMENT CO INC. INC.**, (hereinafter "Corporation").

ARTICLE 2- TERMS OF EXISTENCE

The duration of the Corporation is perpetual.

ARTICLE 3 PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized are the following:

- a. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. TO do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock.

ARTICLE 5 – PRINCIPAL OFFICE

The principal office of the Corporation is **5821 Tarragon Dr., West Palm Beach, Fl 33415** and the mailing address is the same.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent is **Charles Valencia**.

The address of the Registered Agent: **5821 Tarragon Dr., West Palm Beach, Fl 33415**.

ARTICLE 7- DIRECTORS

The number of Directors constituting the initial Board of Directors is TWO (2). The names of each initial Director of the Corporation are as follows:

Valencia, Charles
Clark, Rodney

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected in accordance with the By-Laws of the Corporation.

ARTICLE 8 - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation. The officers of the Corporation shall be:

President/ Treasurer:

Charles Valencia
5821 Tarragon Dr.,
West Palm Beach, Fl 33415

Vice President/ Secretary

**Yvette Kanarick
3622 Coral Springs Dr
Coral Springs, Fl 33065**

ARTICLE 9 - INCORPORATOR

The name and street address of the incorporator of this Corporation is as follows: **Charles Valencia, 5821 Tarragon Dr., West Palm Beach, Fl 33415**

ARTICLE 10- LIABILITY OF DIRECTORS/OFFICERS

To The fullest extent permitted by law, no director of this corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives improper personal benefit.

Any director or officer who is involved in litigation or other proceedings by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE 11 – AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12 – BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the shareholders.

ARTICLE 13 – OTHER PROVISIONS

Preemptive Rights The Corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer interest In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction No shareholder of this Corporation shall sell any shares of stock held by him or her in this Corporation without first offering to sell such stock to the Corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the Corporation at the time that the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholders and shall exercise the option to purchase by notifying the shareholder in writing. If the Corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the Corporation, and only within thirty (30) days from and after the date on which the Corporation declines to exercise its option.

Execution of Written Instruments All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice- President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release

of mortgage or lien, may be executed by the President or Vice- President.
Notwithstanding the preceding provisions of this section, any written instrument
may be executed by any officer(s) or agent(s) that are specifically designated by
resolution of the board of directors.

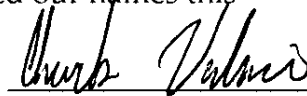
ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon
approval of the Secretary of State, State of Florida.

These Articles of Incorporation are submitted on _____.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

26 day of August 20 10



Charles Valencia

Incorporator



Yvette Kanarick

Vice President

STATE OF FLORIDA)

WEST PALM BEACH)

10 AUG 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The foregoing instrument was acknowledged before me this 26 day of
AUGUST, 2010 by Charles Valencia, who personally appeared before me at
the time of notarization.



NOTARY PUBLIC – STATE OF FLORIDA

Sign 

My commission expires:


Personally known ☒ or Produced Identification ____.

(Type of Identification Produced _____)

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

I, the undersigned person, having been named registered agent and to accept service of process for **GENCIO MANAGEMENT CO INC.** at the place designated in the foregoing Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 26 day of August, 20 10.



Charles Valencia
Registered Agent

APPROPRIATE
AND
FILED
10 AUG 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA