

P/00000076793

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600185482266

09/20/10--01033--003 **70.00

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP 20 PM 3:25

APPROVED
AND
FILED



ROSSWAY MOORE
TAYLOR & SWAN

ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III, CPA *
BRADLEY W. ROSSWAY
HELEN E. SCOTT
MICHAEL J. SWAN
J. ATWOOD TAYLOR, III *
THOMAS W. TIERNEY **

* ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

** ALSO ADMITTED IN CALIFORNIA

-- LL.M. REAL PROPERTY DEVELOPMENT

THE MODERN ONE BUILDING
2101 INDIAN RIVER BOULEVARD, SUITE 200
VERO BEACH, FLORIDA 32960
TELEPHONE: 772-231-4440 FACSIMILE: 772-231-4430

SHANNON M. BANITT
PATRICK A. FARRAH
JONATHAN L. FITZGERALD, CPA
LISA R. GALLAGHER ***
DEBORAH MARTIN LEE
KEVIN M. ROLLIN
EDWARD P. SWAN, OF COUNSEL

September 16, 2010

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Nocera Enterprises, Inc.

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, self-addressed, stamped envelope.

Sincerely,

J. Atwood Taylor, III

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Mr. Domenico Campisano, w/encs.

APPROVED
AND
FILED

10 SEP 20 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NOCERA ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

NOCERA ENTERPRISES, INC.

The principal place of business of this corporation shall be 1505 14th Court, Vero Beach, Florida 32960 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of owning and operating a restaurant and related services and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

The holders of the common shares shall be entitled to:

- (a) vote at all meetings of shareholders;
- (b) receive dividends as and when declared by the Board of Directors of the corporation; and
- (c) receive the remaining property of the corporation upon dissolution, liquidation, or winding-up of the corporation.

The transfer of shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the previous sanction of the holders of a majority of the shares of the corporation outstanding at the time of such transfer given by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holder or holders of a majority of such shares; or
- (b) the previous sanction of the Board of Directors of the corporation by a resolution passed at a meeting of the Board of Directors or by an instrument *or instruments in writing signed by all of the members of the Board of Directors in lieu of a meeting.*

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **DOMENICO CAMPISANO**, whose address is as follows: 1505 14th Court, Vero Beach, Florida 32960.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and one (1) director, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

DOMENICO CAMPISANO - Director/President/Secretary/Treasurer
1505 14th Court
Vero Beach, Florida 32960;

MARIE CASIMIR – Vice President
1505 14th Court
Vero Beach, Florida 32960.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE TAYLOR & SWAN
The Modern One Building
2101 Indian River Boulevard, Suite 200
Vero Beach, Florida 32960.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP 20 PM 1:25

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of September, 2010.

ROSSWAY MOORE TAYLOR & SWAN

By: 

J. ATWOOD TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

DOMENICO CAMPISANO, whose address is as follows: 1505 14th Court, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


DOMENICO CAMPISANO

Date: September 16, 2010