

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H100002061453)))



H100002061453ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850)617-6381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305)634-3694
 Fax Number : (305)633-9696

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
CHATEAU AVENTURA INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
 TALAHASSEE, FLORIDA

10 SEP 21 PM 1:41

SECRETARY OF STATE
 TALAHASSEE, FLORIDA

10 SEP 21 PM 4:55

RECEIVED

75 8/22/10



September 20, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: CHATEAU AVENTURA INC.
REF: W10000044001

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L10000076671 (CHATEAU AVENTURA INC.).

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000206145
Letter Number: 410A00022280

P.O BOX 6327 - Tallahassee, Florida 32314

H10000206145

THE LAW OFFICES OF
GEORGE D. PERLMAN, P.A.

George D. Perlman New York and Florida Bars	Suite 3112 1001 Brickell Bay Drive Miami, Florida 33131	Representative Office 4 th Floor, 35 Piccadilly London W1J 0LP, England
Of Counsel to Cantor & Webb, P.A. E-Mail: george@cantorwebb.com	Tel.: (305) 374-8646 Fax: (305) 374-2650	Tel. 011 44 207 851 0100 Fax 011 44 207 851 0136

September 21, 2010

Mr. Tim Burch
Regulatory Specialist II
Now Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CHATEAU AVENTURA INC.
REF W10000044001
OUR FILE #0794-09

Dear Sir:

Your letter dated September 20, 2010, a copy of which is enclosed, states that the captioned name is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity, to-wit CHATEAU AVENTURA LLC.

I, the undersigned, on behalf of Abus LLC, a Manager of CHATEAU AVENTURA LLC, hereby give my permission for you to form CHATEAU AVENTURA INC. Abus LLC will be connected to CHATEAU AVENTURA INC.

Thank you for your assistance.

Very truly yours,

ABUS LLC

By: 

Print Name: MATTHEW ROSS

As Its: MANAGER

dc
File #99794.000 FI Division of Corporations

H10000206145

⑦

H10000206145

10 SEP 21 PM 1:41

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHATEAU AVENTURA INC.

The undersigned acting as incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

CHATEAU AVENTURA INC.

ARTICLE II - INCORPORATION

This Corporation shall be in existence as of the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation shall be:

1001 Brickell Bay Drive
Suite 3112
Miami, Florida 33131
Attn: George D. Perlman, Esquire

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation is authorized to issue is:

120 shares of Class A common stock with no par value

880 shares of Class B common stock with no par value

H10000206145

The shares of Class A common stock and the shares of Class B common stock shall each have different voting rights, as follows:

Class A common stock – Each share shall be entitled to forty (40) votes on each matter as to which the shareholders are entitled to vote.

Class B common stock – Each share shall be entitled to one (1) vote on each matter as to which the shareholders are entitled to vote.

The shares of Class A common stock and Class B common stock shall not constitute separate voting groups, but rather shall constitute one complete voting group for purposes of quorum and voting requirements. In all respects other than voting rights as set forth herein, including, without limitation, dividend rights and rights upon dissolution, the rights of the shares of Class A common stock and the shares of Class B common stock shall be the same.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights such that every Shareholder of this Corporation, upon the sale for cash or otherwise of any new stock of this Corporation, or of any stock of this Corporation held by it in its treasury or otherwise, of the same kind, class or series as that which the Shareholder already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, and the initial registered agent of this Corporation at that address is George D. Perlman, P.A.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator to these Articles is:

George D. Perlman, Esquire
George D. Perlman, P.A.
1001 Brickell Bay Drive, Suite 3112
Miami, Florida 33131

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, pursuant to the By-laws, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

George D. Perlman
Suite 3112
1001 Brickell Bay Drive
Miami, Florida 33131

ARTICLE IX - MANAGEMENT

The Corporation shall be managed by a Board of Directors, unless the Shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the Shareholders.

ARTICLE X AMENDMENT

These Articles may be amended, provided every amendment is approved by a majority of the Board of Directors and Shareholders.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own knowing violation of law or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its Shareholders, and upon dividends due them, for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 2010


George D. Perlman, Incorporator

10 SEP 21 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H10000 206145

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES AND THE UNDERSIGNED HEREBY ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated this 16th day of September, 2010.

GEORGE D. PERLMAN, P.A.

BY: 

GEORGE D. PERLMAN, Esquire

File 99794.000
Articles of Incorporation
Chateau Adventure Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP 21 PM 1:41

H10000 206145