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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers NOV 18 2010

COVER LETTER

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

SUBJECT: LIBERTE ENTRPRISES, INC.
(PROPOSED CORPORATE NAME-MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: John Romero Lorfils
Name (Printed or typed)

1216 N. Pine Hills Road
Address

Orlando, FL 32808
City, State & Zip Code

(407) 879-3800
Daytime Telephone Number

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

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION
LIBERTE ENTREPRISES, INC**

The undersigned, has executed the following documents as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this Corporation shall be: Liberté Entreprises , Inc

ARTICLE II: TERM OF EXISTANCE

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III: PURPOSE OF CORPORATION

The Corporation may transact any and all lawful businesses for which Corporation may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The Corporation shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Corporation may:

1. Transact any and all lawful businesses;
2. Said Corporation shall furthermore have the following additional powers;

To have perpetual secession by its corporate name;

To Import and Export, to trade with foreign Corporations;

To purchase, take, receive, lease, acquire, own, hold, improve, use and otherwise deal with real or personal property or any interest therein wherever situated;

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To sell, convey, mortgage, pledge, create a security interest in, exchange, transfer.

To lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

To subscribe, employ, sell with and share any interest in or obligations of, with domestic or foreign Corporations, associations, partnerships, or individuals, for direct or indirect obligations of the United States, state, territory, governmental district or municipality.

To enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its properties, franchises, and revenue;

To borrow money for its corporate purposes, invest and reinvest its funds, take and hold real and personal property as security for the payment of funds;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida that governs Corporations, for the administration of Corporations;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

To be a promoter, incorporator, member, associate, or manager of any other corporation, partnership, joint venture, trust, or other corporation;

To have and exercise all powers necessary to achieve its purposes;

ARTICLE IV: OFFICE PRINCIPAL

The address of the office principal of this corporation is:

1216 N. Pine Hills Road,
Orlando, FL 32808.

MAILING ADDRESS:

The mailing address of the office principal of this corporation is:

1216 N. Pine Hills Road,
Orlando, FL 32808.

ARTICLE V: INCORPORATOR

The name and street address of the Incorporator of this Corporation is

Porcenel Joachim
3920 Timber Trail,
Orlando, FL 32808

ARTICLE VI: REGISTERED AGENT

The name and address of the registered agent is:

John Romero Lorfilis
865 NW 170 Terrace
Miami Gardens, FL 33169

ARTICLE VII: OFFICERS

The initial President of the Corporation shall be John Romero Lorfils. The initial two Vice-Presidents shall be Ralph Stanley Francois and Porcenel Joachim, Stephen Joseph Glazer shall be the treasurer and Thervilien Lorfils the assistant treasurer. Benjy Delian shall be the secretary and Michael Furguson the assistant secretary.

ARTICLE VIII: CORPORATE CAPITALIZATION

The maximum number of shares that this corporation is authorized to have outstanding at any is FIVE HUNDRED THOUSAND (500,000.00) shares of common stock, each having the par value of FIVE DOLLARS (\$5.00)

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds of convertible securities of any nature; provided, however, that the board of directors may, in authorizing. The issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

The board of directors of corporation may authorize the issuance from time to time shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

The board of directors of the corporation may, by the articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE IX: INDEMNIFICATION/COMPENSATION/REIMBURSEMENT

The Corporation shall indemnify its managers and officers who were wholly successful, on the merits otherwise, in the defense of any proceeding to which the manager or officer was/were a party because the manager or officer is or was or were a manager or officer of the Corporation against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manage, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a manager,

officer, employee or by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers employees and agents of the corporation shall apply when such persons are serving at the corporation request while a manager, officer, employee or an agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other corporation, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees expenses incurred by a manger, officer employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the forgoing provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE X: LIMITATION AND RESTRICTION

- a. Any invitation to the public to subscribe to any shares, Debentures or any other securities of the corporation is prohibited.
- b. Specifically, the directors of the corporation may, without authorization of the shareholders:
 - I. borrow money upon the credit of the corporation;
 - II. issue, reissue, sell or pledge debt obligations of the corporation and
 - III. mortgage, pledge or otherwise create a security interest in all or any Property of the corporation, owned or subsequently acquired, to secure any debt or obligation of the Corporation
- c. Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory note made, drawn, accepted or enclosed by or on behalf of the corporation.

ARTICLE XI: INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of a total of six (7) persons whose names and addresses are as follow:

<u>Name</u>	<u>Address</u>
<u>John R. Lorfils</u>	<u>865 NW 170 Terrace, Miami Gardens, FL 33169</u>
<u>Ralph Stanley Francois</u>	<u>6453 Pembroke Road, Hollywood, FL 33023</u>
<u>Porcenel Joachim</u>	<u>3920 Timber Trail, Orlando, FL 32808</u>
<u>Stephen Joseph Glazer</u>	<u>1330 S Biscayne Pts Rd, Miami Beach, FL 33141</u>
<u>Benjy Delian</u>	<u>413 W Boynton Beach Blvd, Boynton Beach, FL 33345</u>
<u>Thevilien Lorfils</u>	<u>2895 Sweetspire Circle, Kissimmee, FL 34746</u>
<u>Michael Furguson</u>	<u>3871 SW 52 AVE, Pembroke Park, FL 33023</u>

ARTICLE XII: POWER OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XIII: TITLE

The Corporation to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any other claim to, or interest in such share or right to the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE XIV: BYLAWS

The board of directors shall have power, without the assent or vote of the shareholders, to make alter, amend or appeal the by laws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who could constitute a full board of Directors at the time of such action shall be necessary to take action for the making alteration, amendment or repeal of Bylaws.

ARTICLE XV: EFFECTIVE DATE

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

ARTICLE XVI: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision prescribed or permitted by the provision of any application statute of the State of Florida, and all Rights conferred upon shareholders in these articles of incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of November, 2010


 Porcenel Joachim, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the Proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.


Signature Agent

11-10-2010
Date

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