

P11000008553

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

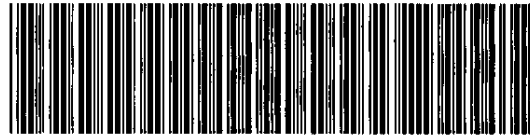
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700188926077

12/23/10--01009--008 **70.00

W-59246

FILED

2011 JAN 24 PM 4:41

SECRETARY OF STATE
FILING UNIT
INDIANAPOLIS, IN

5 BIRTH JAN 26 2010

COVER LETTER

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

SUBJECT: SBA CARGO, 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: BRENDA URDANETA

Name (Printed or typed)

8081 NW 31 STREET

Address

MIAMI, FL 33122

City, State & Zip

(786) 295-6464

Daytime Telephone number

burdanet@gmail.com

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

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 JAN 24 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 2010

BRENDA URDANETA
8081 NW 31 STREET
MIAMI, FL 33122

SUBJECT: SBA CARGO, INC.
Ref. Number: W10000059346

We have received your document for SBA CARGO, INC. and your check(s) totaling \$70.00. 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.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 810A00029813

ARTICLES OF INCORPORATION
OF
SBA CARGO, INC.

The Undersigned subscriber to these Articles of Incorporation is a neutral person competent to contract and hereby form a Corporation for profit under Chapter 507 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is SBA CARGO, INC., (hereinafter "Incorporated").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9600 NW 25th Street, 1st Floor, Miami, FL 33172 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Brenda Urdaneta
9600 NW 25th Street, 1st Floor
Miami, FL 33172

ARTICLE 5 - OFFICERS

The Officer(s) of the Corporation shall be:

President: Lesly Simon

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Director: Brenda Urdaneta

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

FILED
2011 JAN 24 PM 4:41
CLERK OF DISTRICT COURT
JAN 24 2011
CLERK OF DISTRICT COURT

7.1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having the par value of One Dollar (\$1.00).

7.2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4. No holders 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 or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5. The Board of Director(s) of the Corporation may authorize the issuance from time to time of its stock of any class, whether now or hereafter authorized securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or voter rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholder of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF THE 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 of these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNERS

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

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 9600 NW 25th Street, 1st Floor, Miami, FL 33172. The name and address of the registered agent of this Corporation is Brenda M. Urdaneta, 9600 NW 25th Street, 1st Floor, Miami, FL 33172.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

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

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporations, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders on these Articles of Incorporations or any amendment hereto are granted subject to this reservation.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officers of the Corporation against reasonable attorneys fees incurred by the director or officer in connection with the


proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorneys fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, 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 and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation whether or not the Corporation would have power to indemnify the individual against the same liability under law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation 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 director, 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 any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement expenses to any such person by contract or any other manner. If any word, clause or sentence of the foreign provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in this Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, states, executors, administrators and personal representatives of such persons.

ARTICLE 17 - PERSONAL LIABILITY

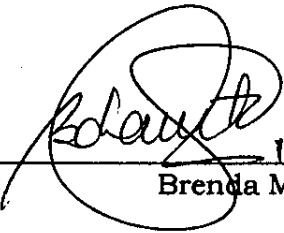
No director, officer, employee or agent of the Corporation shall be personable liable for the debts or obligations of this Corporation of any whatsoever, nor shall any of the property directors, officers, employees or agents be subject to the payment of debts or obligations of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____.


Brenda M. Urdaneta, Incorporator

ACCEPTANCE OF REGISTERED AGENTS DESIGNATED IN THE ARTICLES OF INCORPORATION.

Brenda M. Urdaneta is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Brenda M. Urdaneta

FILED
2011 JAN 24 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA