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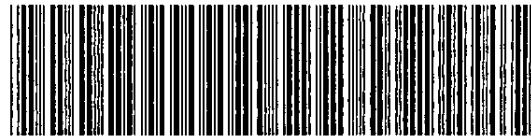
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

J. Shivers FEB 10 9 2011

January 24, 2011

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

**Re: Gonzalez Zepeda & Associates, P.A.**

To Whom It May Concern,

Enclosed herein is the original Articles of Incorporation Gonzalez Zepeda & Associates, P.A., courtesy copies, and a check in the amount of \$78.75 for the Filing, Designation of Registered Agent, and the Certified Copy fees.

Thank you in advance. We await confirmation of the filed Articles of Incorporation along with certified copies.

Respectfully,

  
Pablo Gonzalez Zepeda

**ARTICLES OF INCORPORATION OF  
GONZALEZ ZEPEDA  
& ASSOCIATES, P.A.**

The undersigned incorporator, for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
Name of Corporation.**

The name of this Florida corporation is:

Gonzalez Zepeda & Associates, P.A.

**ARTICLE II.  
Corporate Existence.**

This Corporation shall have perpetual existence.

**ARTICLE III.  
Purpose.**

The Corporation is being formed for the practice of law and all other activities permitted under applicable law. The Corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real estate and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE IV.  
Incorporator.**

The name and address of the incorporator is:

Pablo Gonzalez Zepeda, Esq.

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9400 S. Dadeland Blvd.  
Penthouse Five  
Miami, Fl. 33156

**ARTICLE V.**  
**Principal Office.**

The address of the initial principal office of this Corporation is:

9400 S. Dadeland Blvd.  
Penthouse Five  
Miami, Fl. 33156

**ARTICLE VI.**  
**Registered Office.**

The address of the initial registered office of the Corporation is:

9400 S. Dadeland Blvd.  
Penthouse Five  
Miami, Fl. 33156

The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE VII.**  
**Registered Agent.**

The initial registered agent of the Corporation for accepting service of process and who upon accepting this designation agrees to comply with the provision of Section 48.091, Florida Statutes as amended from time to time, shall be:

Pablo Gonzalez Zepeda, Esq.  
9400 S. Dadeland Blvd.  
Penthouse Five  
Miami, Fl. 33156

**ARTICLE VIII.**  
**Board of Directors.**

The name of each member of the Corporation's Board of Director(s) is:

**Pablo Gonzalez Zepeda**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time by resolution adopted by a super majority vote (more than 70%) of the outstanding common stock. The election of directors shall be done in accordance with the Bylaws.

The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

**ARTICLE IX.**  
**Indemnification of Board of Directors**  
**and Officers.**

The Corporation shall have the authority to enter into indemnification agreements or arrangements with its officers and directors that provide for indemnification and advancement of expenses to the fullest extent not prohibited by law in existence now or hereafter.

**ARTICLE X.**  
**Capital Stock.**

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). All hundred thousand (100,000)

shares shall be subject to the designations, preferences, limitations and relative rights set forth in this Article.

**ARTICLE XI.**  
**Dividends.**

Except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the provisions of Florida Statutes, the Board of Directors of this Corporation may, from time to time, including week to week, declare, and the Corporation shall pay, dividends or distributions on its shares in cash, property or its own shares.

**ARTICLE XII.**  
**Voting Rights.**

Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stocks, with each share entitling the holder to one vote per share.

**ARTICLE XIII.**  
**Preemptive Rights.**

This Corporation elects to have preemptive rights.

**ARTICLE XIV.**  
**Restriction on Capital Shares.**

The Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, (i) restricting the transferability of the shares of stock of this Corporation, (ii) restricting the appreciation in value of the shares of stock of this Corporation, and (iii) providing for the purchase or redemption by the Corporation of its shares of stock.

**ARTICLE XV.**  
**Stock Issuance, Alienability &**  
**Voting Trust Agreements.**

Stock of the Corporation may be issued, owned and registered only in the name or names of an individual who are duly authorized and licensed to practice law in the State of Florida pursuant to 621.09 of the Professional Service Corporation and Limited Liability Company. No stockholder of this Corporation may sell or transfer any of such stockholder's shares of stock of this Corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida.

No stockholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.

**ARTICLE XVI.**  
**Restriction on**  
**Shareholders' Alienability.**

Any time a shareholder of this Corporation wishes to sell his/her shares, all shares owned by exiting shareholder of this Corporation must be first offered to existing Common Stock shareholder(s). (Existing shareholders are defined as being in position of shares at time exiting shareholder wishes sell shares).

Should a shareholder of this Corporation elect to purchase said shares, it shall pay a price based on percentage ownership of exiting shareholder of this Corporation and a fair market valuation of company at the time exiting shareholder provides notification of his/her intent to sell. Should shareholders decline but one or more existing shareholders elect to purchase said shares, the existing shareholder(s) shall pay a price based on a percentage ownership of exiting shareholder of this Corporation and a fair market valuation of

company at the time exiting shareholder provides notification of his/her intent to sell. However, if more than one existing shareholder is interested in the shares of the exiting shareholder at point where it is not feasible to satisfy the existing shareholders, the existing shareholder offering the highest price shall acquire the exiting shareholder's shares.

Should existing Common Stock shareholder(s) not wish to purchase shares from exiting shareholder, Common Stock shareholders (if applicable) must then provide a written release, 60 calendar days of receiving written notice from exiting shareholder of the intent to sell, before exiting shareholder can offer shares pursuant to this Article and applicable Florida Statutes.

**ARTICLE XVII.**  
**Liquidation Distribution.**

Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (collectively, Liquidation) and after the holders of the Common Stock shall have been paid in full the amounts to which they shall be entitled, (if any) as set forth in any agreement among the Shareholders of the Corporation that may exist from time to time, or a sum sufficient for such payment, the remaining net assets of the Corporation ("Net Assets") shall be distributed to a qualified 501(c)(3) charitable organization designated by the Corporation after approval of a Liquidation. No potential charitable organization shall have any right, nor shall the Corporation have any obligation to, such charitable organization, if, and until, the Corporation shall designate in writing a charity after approving the Liquidation, and then, only to the extent of the Net Assets determined by the Corporation in its sole discretion to be available for such distribution.

**ARTICLE XVIII.**  
**Amendment.**

These Articles of Incorporation may be amended, changed, altered or repealed only by super majority (more than 70%) vote of the outstanding common shares.





Name: \_\_\_\_\_

Commission #: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

**REGISTERED AGENT ACKNOWLEDEMENT**

Having been named Registered Agent for the above name Corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.

  
\_\_\_\_\_  
PABLO GONZALEZ ZEPEDA,  
Registered Agent

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