

P11000033969Division 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.

(((H11000033900 3)))



H110000339003ABCR

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 : METRO BUSINESS AGENCY, INC.
Account Number : I20080000101
Phone : (239) 466-8600
Fax Number : (239) 275-0865

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

Email Address: EZEQUIEL@USA.COMFLORIDA PROFIT/NON PROFIT CORPORATION
VILLATORO FLOOR COVERING INC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
11 FEB -9 AM 7:39
DIVISION OF CORPORATIONS2011 FEB -9 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FEB 10 2011

H110000339003

Articles of Incorporation for

Villatoro Floor Covering Inc

The undersigned Incorporator, hereby forms a Florida profit corporation under the laws of CHAPTER 607 of the Florida Statutes.

Article I – Name of the Corporation:

The name of the corporation shall be Villatoro Floor Covering Inc

Article II – Place of Business:

The principal office of this corporation shall be at 3935 Desoto Ave, Fort Myers, FL 33916. The mailing address of this corporation shall be the same.

Article III – Purpose and Nature of Business:

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States of America, the State of Florida, or any other State, County, territory of Nation where permitted.

Article IV – Capital Stock and Shares:

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 dollar (\$ 1.00) value per share.

Article V – Registered Agent Name and Address:

The street address of the initial registered agent of this corporation is 4460 Cleveland Ave E, Fort Myers, FL 33901 and the name of the registered agent is: Metro Business Agency Inc

I certify that I am familiar with and accept the responsibilities of a registered agent.

Registered Agent Signature:





FILED
2011 FEB -9 AM 9:42
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

H110000339003

Article VI – Name and Address of Incorporator:

The name and street address of the incorporator of this incorporation is:

Hanna Sroda
Incorporator

4460 Cleveland Ave E
Fort Myers, FL 33901

Article VII – Officers and Directors:

All corporate power shall be exercised by or under the authority of Villatoro Floor Covering Inc and the business and affairs of the corporation managed under the direction of its Board of Directors, subjected to any and all limitations set forth in these Articles of Incorporation. This corporation shall have 3 (three) directors initially. The number of directors may be either increased or decreased in the manner provided by law, but shall never be less than one (1). The name(s) and address(es) of the initial officer(s) and/or director(s) of the corporation who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed by the board are:

Petronilo E. Villatoro Villatoro
President

3935 Desoto Ave
Fort Myers, FL 33916

Jesus Manuel Olivo Rivera
Director

3935 Desoto Ave
Fort Myers, FL 33916

Wesley N. Braga
Director

3935 Desoto Ave
Fort Myers, FL 33916

Article VIII – Bylaws Amendment:

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested on the Board of Directors and the Shareholders.

Article IX – Indemnification:

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or directors, in the



4460 Cleveland Ave #E * Fort Myers, FL 33901
Phone: 239-466-8600 * Fax: 239-275-0865

H110000339003

manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article X – Informal Action of Directors:

If the majority of the directors severally or collectively consents in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the secretary or the corporation, the action shall be as valid as though it had been authorized at the meeting of the board of directors.

Article XI – Pre-Emptive Rights:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issued shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by the affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article XII – Director Conflict of Interest:

- a. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, which one or more of its directors are director or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his/hers their votes are accounted for such purpose.
 1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such

3



H110000339003

- contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director, or directors; or
2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders; or
 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.
- b. Common or interest directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

Article XIII – Informal Action of Shareholders:

Any action of shareholders may be taken without a meeting of consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

Article XIV – Effective Date of Incorporation:

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

Acceptance of Registered Agent Designation in the Articles of Incorporation:

In witness whereof, the undersigned being the original subscriber to the capital stock herein for the above named corporation, and for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are all true and due agree to take the number of shares herein above set forth. Registered agent is familiar with and accepts the obligations of the position under Section 607 of the Florida Statutes, and hereunto set our hands and seals this February 8th, 2011.



Hanna Sroda
Incorporator



FILED
2011 FEB -9 AM 9:42
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT