

P110000023529

(Requestor's Name)

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The Stewart Law Firm
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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: E.S. Advisors, 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: Robert W. Stewart, Esq.
Name (Printed or typed)
18001 Old Cutler Road, Suite 600
Address
Miami, Florida 3357
City, State & Zip
(305) 233-8773
Daytime Telephone number
lyaffar@esbf.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

February 14, 2011

ROBERT W. STEWART, ESQ.
18001 OLD CUTLER ROAD, SUITE 600
MIAMI, FL 33157

SUBJECT: E.S. ADVISORS, INC.
Ref. Number: W11000008513

We have received your document for E.S. ADVISORS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 411A00003709

APPROVED
AND
FILED

11 MAR -2 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ESPIRITO SANTO ADVISORS, INC.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

CORPORATE NAME

The name of the corporation shall be ESPIRITO SANTO ADVISORS, INC.

Article II.

STREET ADDRESS

The street address of the initial principal office of the corporation shall be 1395 Brickell Avenue, Miami, Florida 33131.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be ten thousand (10,000) shares of common stock with a par value of \$1.00 per share that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article IV.

PREEMPTIVE RIGHTS

No preemptive rights are to be granted to the shareholders of the corporation.

Article V.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, Miami, Florida 33131.

INITIAL REGISTERED AGENT

The initial registered agent is Lia B. Yaffar-Peña whose address is 1395 Brickell Avenue, Miami, Florida 33131.

Article VI.

INCORPORATOR

The name and address of the incorporator is:

Espirito Santo Bank,
a Florida banking corporation
1395 Brickell Avenue
Miami, Florida 33131

Article VII.

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors are:

Mark North
1395 Brickell Avenue
Miami, Florida 33131

Jorge Espirito Santo
1395 Brickell Avenue
Miami, Florida 33131

Tiago Forte Vaz
1395 Brickell Avenue
Miami, Florida 33131

Lia B. Yaffar-Peña
1395 Brickell Avenue
Miami, Florida 33131

Article VIII.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XIX.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850 or any successor statute thereto.

Article X.

BY LAWS

The power to alter, amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XI.

ARTICLES OF INCORPORATION

The power to alter, amend or repeal any part of the articles of incorporation of the corporation is reserved to the shareholders of the corporation.

Article XII.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article XIII.

DIVISION OF SHARES

The corporation may effect a division or combination of its shares only by action of the shareholders of the corporation.

Article XIV.

CUMULATIVE VOTING

All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

Article XV.

EFFECTIVE DATE

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 25th day of February,
2011.

Espirito Santo Bank
By: [Signature]
Mark North, President

11 MAR - 2 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS:
)

Sworn to and subscribed before me this 25th day of February, 2011 by MARK NORTH,
as President of Espirito Santo Bank, a Florida banking corporation, on behalf of the
corporation, who is personally known to me and who did take an oath.

[Signature]
NOTARY PUBLIC



My Commission Expires:

REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above
corporation and affirms that it is familiar with, and accepts, the obligations of that position.

By: [Signature]
Lia B. Yaffar-Peña