

Mar. 10. 2011 5:16PM

Sunbiz & Associates

No. 267

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**P110000023981**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Division of Corporations  
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From:

Account Name : RODOLFO J. SUAREZ, INC.  
Account Number : I19990000270  
Phone : (305) 718-4400  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

*NEW Sunshine Properties, Inc*

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 01      |
| Estimated Charge      | \$70.00 |

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TALLAHASSEE, FLORIDA

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March 9, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RODOLFO J. SUAREZ, INC.

SUBJECT: THE SUNSHINE PROPERTIES, INC  
REF: W11000013432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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.

The document number of the name conflict is L00000013442 (SUNSHINE PROPERTIES, LLC).

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H11000058751  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Certificate of Incorporation  
Of

*NEW* Sunshine *Properties, INC*

In order to form a corporation for profit, for the purpose hereinafter stated, under and pursuant to the provision of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

Articles of Incorporation

ARTICLE I  
NAME

The name of the corporation shall be:

*NEW* Sunshine *Properties, INC*

ARTICLE II  
OFFICES

The principal office of the Corporation in the State of Florida shall be located at:

7522 NW 113<sup>th</sup> Path  
Doral, FL 33178

The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

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- (a) This Corporation is organized with the purpose to engage in the Investment of Real Estate Properties and all other lawful activities permitted under the laws of the State of Florida and the United States of America.
- (b) To enter into, make and perform sales, contracts of every kind, for any lawful purpose, without limit as to the amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- (c) To purchase or otherwise to acquired, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed, and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.
- (e) To purchase, hold, sell and transfer the shares of its own capital stocks, provide it shall not use its funds or property for the purchase of its own shares of capital stocks from the surplus of its assets over liabilities including; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum of votes.
- (f) To do all and everything necessary and proper for the accomplishment of the objective enumerated in these Articles of Incorporation or any amendment to the certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extend as natural person might could do.

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ARTICLE IV  
SHARES

The number of shares of stocks which this Corporation shall have authorized, is TEN THOUSAND (10,000) shares, all of which shall be of \$0.10 par value and each of which shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United State of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Guatavo Valles  
7522 NW 113<sup>th</sup> Path  
Doral, Florida 33178

ARTICLE VI  
DIRECTORS

This corporation shall have 1 (one) director initially. The number of directors may be modified from time to time by law adopted by the stockholders, but never be less than one.

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ARTICLE VII  
INITIAL DIRECTORS

The names and post office address of the first Board of Directors and Officers of the Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified are as follows:

|                       |                  |                                                            |
|-----------------------|------------------|------------------------------------------------------------|
| <u>Gustavo Valles</u> | <u>President</u> | <u>7522 NW 113<sup>th</sup> Path Doral, Florida, 33178</u> |
| (Full name)           | (Title)          | (Address)                                                  |

ARTICLE VIII

The stock(s) of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholder(s) of the corporation may receive the benefits provided there under.

ARTICLE IX

The management and control of the business of the corporation shall be conducted under the directions of the Board of Directors by the officers, who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except, that the President may not also be the Secretary or Assistant Secretary. No person holding two or more offices shall act or execute any instrument in the capacity of more than one office.

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ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI  
PRE-EMPTIVE RIGHTS

Should any Stockholder wish to dispose of his stock, it shall first be offered to any third person, and said stock shall be available for a period of ninety (90) days to such remaining Stockholder(s). In the event, that any said stock is not purchase by any or all of the remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the stockholder at the bona-fide offer of the third person

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ARTICLE XII

INCORPORATOR

The **name and address** of the Incorporator is:

Name: Gustavo Valles

Address: 7522 NW 113<sup>th</sup> Path  
Doral, Florida 33178

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: *NEW SUNSHINE PROPERTIES, INC.*

1. The name and address of the registered agent and office is:

Gustavo Valles  
7522 NW 113th *Path*  
Doral, Florida 33178

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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 STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: X



Date: March 3, 2011

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