

Florida Department of State  
Division 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.**

(((H11000117453 3)))



H110001174533ABCX

**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 : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-PRAGA, P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

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

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION  
NAIF BAY CORP.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

2011 APR 28 AM 10:10

RECEIVED  
DIVISION OF CORPORATIONS

11 APR 28 PM 3:15

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

H11000117453 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2011 APR 28 AM 10:10

**CERTIFICATE OF INCORPORATION**  
**OF**  
**NAIF BAY CORP.**

The undersigned incorporators to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation is: NAIF BAY CORP.

**ARTICLE II**  
**GENERAL NATURE OF BUSINESS**

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

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$100.

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza  
2100 Salzedo Street Suite 300  
Coral Gables, Florida 33134  
Phone: (305) 444-6226  
Florida Bar N° 0698806

H11000117453 3

H11000117453 3

ARTICLE VI  
ADDRESS

The initial principal office and mailing address of this corporation in the State of Florida is 2100 SALZEDO STREET SUITE 201 CORAL GABLES, FL 33134. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
Raúl Piñera Garcia	2100 Salzedo Street, Suite 201 Coral Gables, FL 33134
Maria Teresa Garcia Gallego	2100 Salzedo Street, Suite 201 Coral Gables, FL 33134

ARTICLE VIII  
INITIAL OFFICERS

The names, offices and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Manuel Piñera Gil-Delgado	2100 Salzedo Street Suite 201 Coral Gables, FL 33134
Secretary	Maria Teresa Garcia Gallego	2100 Salzedo Street Suite 201 Coral Gables, FL 33134
Vice-President	Raúl Piñera Garcia	2100 Salzedo Street Suite 201 Coral Gables, FL 33134

ARTICLE IX  
INCORPORATOR

The name and mailing address of the incorporator of these articles of incorporation is Jose M. Martinez of 2100 Salzedo Street Suite 201 Coral Gables, FL 33134.

H11000117453 3

H11000117453 3

ARTICLE X  
AMENDMENT

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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI  
REGISTERED OFFICE AND REGISTERED AGENT

NAIF BAY CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A., as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 2100 Salzedo Street Suite 300 Coral Gables, FL 33134.

WITNESS the hand and seal of the incorporator in Miami-Dade County, State of Florida, the ~~15<sup>th</sup>~~ day of April, 2011

26<sup>th</sup>

  
Jose M. Martinez

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

The foregoing instrument was acknowledged before me this ~~15<sup>th</sup>~~<sup>26<sup>th</sup></sup> day of April, 2011, by Jose M. Martinez, the incorporator, for and on behalf of NAIF BAY CORP. He is personally known to me and he did \_\_\_\_\_ take an oath.

WITNESS my hand and seal at Coral Gables, Florida, this 15<sup>th</sup> day of April, 2011

NOTARY PUBLIC STATE OF FLORIDA  
Laura Kohn  
Commission # DD770888  
Expires: MAY 16, 2012  
BONDED THRU ATLANTIC BONDING CO., INC.

  
NOTARY PUBLIC

My commission expires:

H11000117453 3

H11000117453 3

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

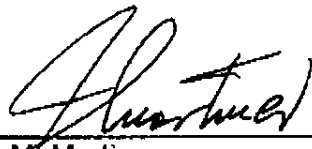
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

NAIF BAY CORP.

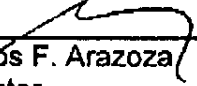
2. The name and address of the registered agent is:

Arazoza & Fernandez-Fraga P.A.  
2100 Salzedo Street, Suite 300  
Coral Gables, FL 33134

  
\_\_\_\_\_  
Jose M. Martinez  
Dated the 15<sup>th</sup> day of April, 2011  
28<sup>th</sup>

Having been named as registered agent and to accept service of process for the above stated corporation at the 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Arazoza & Fernandez-Fraga P.A.

By:   
\_\_\_\_\_  
Carlos F. Arazoza  
Director  
Dated the 15<sup>th</sup> day of April, 2011  
28<sup>th</sup>

2011 APR 28 AM 10:10  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H11000117453 3