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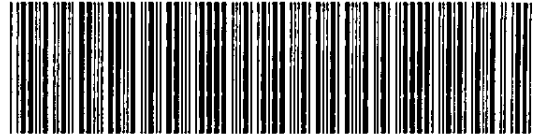
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W11000026288



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DIVISION OF CORPORATIONS
2011 MAY 18 PM 4:51

5/19/11

COVER LETTER

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

SUBJECT: ARCHIQUADRA, P.A.

(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: Jorge Eduardo Gonzalez, AIA

Name (Printed or typed)

6601 SW 116 CT #201

Address

Miami, FL 33173

City, State & Zip

786-430-7765

Daytime Telephone number

jorge@archi2.com

E-mail address: (to be used for future annual report notification)

**FL 2011
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 MAY 18 PM 4:41**

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 MAY 18 AM 11:23
DIVISION OF CORPORATIONS

May 11, 2011

JORGE EDUARDO GONZALEZ, AIA
6601 SW 116 CT #201
MIAMI, FL 33173

SUBJECT: ARCHIQUADRA, P.A.
Ref. Number: W11000026288

We have received your document for ARCHIQUADRA, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 211A00011750

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE
03/20/11

ARTICLES OF INCORPORATION OF ARCHIQUADRA, 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:

ArchiQuadra, P.A.

ARTICLE II. Corporate Existence.

This Corporation shall have perpetual existence.

ARTICLE III. Purpose.

The Corporation is being formed for the practice of architecture, interior design, planning and any and all lawful business.

ARTICLE IV. Incorporator.

The name and address of the incorporator is:

**Jorge Eduardo Gonzalez
Fulvio Rottigni
6601 SW 116 CT #201
Miami, FL 33173**

ARTICLE V. Principal Office.

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

**6601 SW 116 CT #201
Miami, FL 33173**

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

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2011 MAY 18 PM 4:41

ARTICLE VI.
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:

Jorge Eduardo Gonzalez

ARTICLE VII.
Registered Office.

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

6601 SW 116 CT #201
Miami, FL 33173

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

ARTICLE VIII.
Board of Directors.

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

Jorge Eduardo Gonzalez, President / Director
Fulvio Rottigni, Vice President / Director

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 Board of Directors and Officers 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, par value \$0.01 per share (the "Common Stock") of which all hundred thousand (100,000) shall be subject to the designations, preferences, limitations and relative rights set forth in this Article and by-laws.

ARTICLE X.
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, declare, and the Corporation shall pay, dividends on its shares in cash, property or its own shares.

ARTICLE XI.
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 XII.
Preemptive Rights.

This Corporation elects to have preemptive rights.

ARTICLE XIII.
Restriction on Capital Shares.

In addition to Article XV, 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 XIV.
**Stock Issuance, Alienability &
No 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 architecture or interior design in the State of Florida. Subject to Article XV, 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 to practice Architecture 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 XV.
Restriction on Shareholders' Alienability.
Right of First Refusal

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

Should a shareholder of this Corporation elect to purchase said shares, it shall pay the fair market valuation of each company stock at the time exiting shareholder provides notification of his/her intent to sell. Should shareholders decline, any existing person or corporation offering the highest price, pursuant to these Articles and applicable law, shall acquire the exiting shareholder's shares.

ARTICLE XVI.
Liquidation Distribution.

Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (collectively, Liquidation), and after 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 in full shall have been set aside, 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 XVII.
Amendment.

These Articles of Incorporation may be amended, changed, altered or repealed only by super majority (more than 75%) vote of the outstanding common shares.

ARTICLE XVIII.
Effective Date.

These Article of Incorporation shall become effective and the corporate existence will begin as of 20, MAY,, 2011.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16 day of MAY,, 2011.



JORGE EDUARDO GONZALEZ

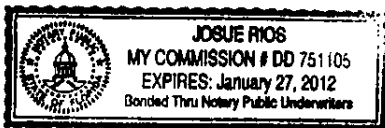

FULVIO ROTTIGNI

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 MAY 18 PM 4:41

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JORGE EDUARDO GONZALEZ and FULVIO ROTTIGNI who produced Florida Drivers' Licenses as identification, and who are the persons described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal this 16 day of MAY, 2011.



NOTARY PUBLIC, State of Florida
Name: Josue Rios

Commission #: DD 751105

My Commission expires: JANUARY 27 2012

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.



JORGE EDUARDO GONZALEZ,
Registered Agent