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**FLORIDA PROFIT/NON PROFIT CORPORATION
SOUTHCORP FINANCIAL SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF INCORPORATION
OF
SOUTHCORP FINANCIAL SERVICES, INC.

The hereinafter named subscriber, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Certificate of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be Southcorp Financial Services, Inc.

ARTICLE II: PURPOSE

The general nature of the business or businesses to be transacted by it is as follows:

(a) To purchase and acquire, through the issuance of its capital stock or otherwise, to own, hold, manage, lease, either as lessor or lessee, sell exchange subdivide, mortgage, deed in trust, plant, generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boardinghouses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and vails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

(b) To conduct business and operations, and to have one or more offices; to hold, buy, sell, exchange and generally in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments or mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or to otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash stocks or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in this State and in any other of the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(c) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as

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principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind and nature for exportation and importation into the United States, and to and from all countries foreign thereto, and for exportation from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic importing business.

(d) To manage or administer as agent the business or property of any corporation, firm or person carrying on any authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm or person.

(e) To apply for, purchase and otherwise acquire and protect, prolong and renew in the United States of America or elsewhere any patents, patent rights, trade marks, copyrights, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any invention, process or privilege which may seem capable or being used for any purpose of the corporation or the acquisition of which may seem calculated directly or indirectly to benefit the corporation, and to apply for and obtain the registration of the United States of America and elsewhere of trade names and trade marks, and to use, develop, manufacture under or grant licenses to privileges in respect to all of the foregoing, or otherwise return to account the property, rights and privileges so acquired, and to carry on any business in any way connected therewith, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the corporation may acquire or propose to acquire.

(f) To borrow money and to issue bonds, debentures, notes or other obligations of the corporation from time to time, and to secure the same by mortgage, lien, pledge, deed of trust or otherwise; to enter into payment, performance, fidelity bonds and surety undertakings of every nature and kind, and whether as principal, agent, surety, indemnitor, guarantor, indemnitee, guarantee or otherwise as may be necessary for the purposes of the corporation's business.

(g) To do all such things as may be deemed incidental or conducive to the attainment of the above objects, or any of them; to have all the rights, powers and privileges now or hereafter confer by the laws of the State of Florida upon corporations.

(h) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any way the general powers of the corporation. Nothing herein contained shall be deemed to authorize or permit the corporation to do any act which a corporation under the laws of the State of Florida may not at any time lawfully do.

ARTICLE III: CAPITAL STOCK

The amount of capital stock authorized shall be five hundred shares (500), all of which shall have a par value of (\$1.00) dollar. The amount of capital with which the corporation will begin business is five hundred (\$500.00) dollars.

ARTICLE IV: DURATION

The corporation shall have a perpetual existence.

**ARTICLE V: INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the principal and registered office of the corporation will be 704 S West Shore Blvd., Tampa, FL 33609, and the registered agent shall be Juan Alvarez

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The directors of this corporation shall number at least one (1) but no more than nine (9).

The names and street address of the members of the first Board of Directors, who shall hold office until the first Meeting of Stockholders, is as follows:

NAME	ADDRESS
Juan M. Alvarez	704 S West Shore Blvd Tampa, FL 33609

ARTICLE VII: INCORPORATORS

The name and street address of the sole subscriber of this Certificate of Incorporation and a statement of the number of shares of stock and the value of the consideration therefore which the subscriber agrees to take are as follows:

NAME	ADDRESS	SHARES	VALUE
Juan M. Alvarez	704 S West Shore Dr Tampa, FL 33609	500	\$500.00



Signature of Incorporator

ARTICLE VIII: REQUIREMENTS FOR THE DIRECTORS

It shall not be necessary for a Director to own or hold any of the capital stock of the corporation.

ARTICLE IX: INDEMNIFICATION

Insofar as the same is not contrary to the laws of the State of Florida, in case the corporation enters into contract or transacts business with one or more of its directors, or with any association or other corporation of which one or more of the directors are directors or officers, such contract or transaction shall not be invalid or in any way affected by the fact that such director or directors were or may be adversely interested therein, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction, and even though the fact of such adverse interest may not have been disclosed prior to the time when the corporation becomes obligated thereon, no such director or directors shall be liable to the corporation or to any stockholder or creditor thereof by reason of any contract or transaction, nor shall such director or directors be accountable for any gain or profit realized thereon. This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

