

P11000078657

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100211770001

09/06/11--01024--023 \*\*78.75

FILED

11 SEP -6 AM 9:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Law Offices of  
Arturo Yero, P.A.*

782 NW Le Jeune Road  
Suite 350  
Miami, Florida 33126

Telephone (305) 444 0884  
Telecopier (305) 444 0786  
e-mail: arturoyero@ayerolaw.com

September 2, 2011

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

FILED  
11 SEP -6 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam

Enclosed are the articles of incorporation for Capital Pharmacy and Discount, Inc. for filing with that Division. A check in the amount of \$ 78.75 to pay for the filing fee, registered agent designation and a certified copy have been included; upon filing please send us the certified copy to the address above.

Respectfully,

  
Arturo Yero, Esq.

**ARTICLES OF INCORPORATION  
OF  
CAPITAL PHARMACY AND DISCOUNT, INC.**

FILED  
11 SEP -16 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation is:

Capital Pharmacy and Discount, Inc.

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

To manufacture or otherwise produce, purchase, compound, prepare, and sell all kinds of drugs, chemicals, and medicines; physicians' and surgeons' supplies and instruments; crutches, artificial limbs, splints, rubber goods, and all supplies, appliances, and conveniences required by invalids; paints and the ingredients thereof, dyes, colors, soaps, cosmetics, perfumes, toilet supplies, stationery and stationery supplies, novelties, tobacco in all forms, ices, ice cream, confectionery, and soft drinks. To fill prescriptions; maintain newsstands, soda fountains, and lunch counters, and in general do everything pertaining to the drug store business.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Organization Act of this State to Corporations organized thereunder, and amendatory of or supplemental to that statute,

and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a Corporation formed under that statute may not at the time lawfully carry or do.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares, one common class, one cent (\$0.01) par value.

### **ARTICLE IV CORPORATE EXISTENCE**

This corporation is to exist perpetually.

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

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Hector Anzardo

Initial Registered Office: 5554 SW 8 ST, Coral Gables, FL 33134

### **ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process for the above

stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.

  
Hector Anzardo

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (1) and the name and postal address of the initial director of the initial board of directors is:

Name: Hector Anzardo

Address: 5554 SW 8 ST, Coral Gables, FL 33134

#### **ARTICLE VII INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Hector Anzardo

Address: 5554 SW 8 ST, Coral Gables, FL 33134

#### **ARTICLE VIII PREEMPTIVE RIGHTS**

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is

FILED  
11 SEP -6 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

## **ARTICLE IX ALIENATION OF SHARES**

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

## **ARTICLE X INITIAL ADDRESS**

The street address in this state of the principal office of the corporation is

5554 SW 8 ST, Coral Gables, FL 33134

FILED  
11 SEP -6 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 2<sup>nd</sup> day of September A.D. 2011.

  
\_\_\_\_\_  
Hector Anzardo  
INCORPORATOR