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## COVER LETTER

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

SUBJECT: CEROLIN COMPANY  
(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: Zulia Brenovil  
Name (Printed or typed)  
5841 NW Begonia Avenue  
Address  
Port St. Lucie, FL 34986  
City, State & Zip  
772-621-0622  
Daytime Telephone number  
Brenoz31@gmail.com  
E-mail address: (to be used for future annual report notification)

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

Please send certified copy to Charles E. Ray, Esq.  
887 E. Prima Vista Blvd.  
Port St. Lucie, FL 34952

*Send here  
9/15  
dce*

**ARTICLES OF INCORPORATION**

**.OF**

**CEROLIN COMPANY**

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I**

**NAME**

The name of the Corporation shall be CEROLIN COMPANY.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time, and including but not limited to the following powers:

- (a) To deed and convey real property.

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(b) To transact banking and financial activities, including but not limited to, making deposits and withdrawals.

(c) To file appropriate tax returns.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts, including but not limited to, entertainment contracts, and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or

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about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by and of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

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## ARTICLE IV

### CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common voting stock having no par value. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

## ARTICLE V

### PRE-EMPTIVE RIGHTS

The holder of shares of the capital stock of any class of the Corporation shall have pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, and to any obligations convertible into stock of the Corporation, issued, sold, and any right of subscription to any thereof, as the Board of Directors in its discretion may from time to time determine. Shareholders shall have the option to purchase any shares for sale in the Company at the price offered.

## ARTICLE VI

### INITIAL OFFICERS

The names and addresses of the initial officer is:

President, Vice President, Secretary, Treasurer, Zulia Brenovil, 5841 NW Begonia Avenue, Port St. Lucie, FL 34986

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ARTICLE VII  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The principal street address of the initial principal office of the Corporation is 5841 NW Begonia Avenue, Port St. Lucie, FL 34986, and the mailing address is the same. The street address of the initial registered office of this Corporation is 5841 NW Begonia Avenue, Port St. Lucie, FL 34986, and the name of the initial registered agent of this Corporation at that address is Zulia Brenovil.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws. The names and address of the initial Director of this Corporation is:

Zulia Brenovil, 5841 NW Begonia Avenue, Port St. Lucie, FL 34986

ARTICLE IX  
INCORPORATOR

The name and address of the Incorporator of this Corporation is Zulia Brenovil, 5841 NW Begonia Avenue, Port St. Lucie, Florida 34986.

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ARTICLE X  
PROVISIONS FOR REGULATION OF THE  
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms and the Board of Directors may deem expedient.

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(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extend provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any persons or persons, firm, association or corporation

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shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, associations or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as it legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any fir, association or corporation in which he may be in anywise interested.

(j) Subject always to bylaws made by the Shareholders, the Board of Directors may make bylaws and from time to time alter, amend or repeal any bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
ZULIA BRENOVIL  
Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
ZULIA BRENOVIL  
Incorporator

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