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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ROCKY & ANGIE ENTERPRISES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ROCKY & ANGIE ENTERPRISES, INC.**

The undersigned, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Corporation is ROCKY & ANGIE ENTERPRISES, INC. The principal business address is: 2500 East Las Olas Boulevard, Apartment 509, Fort Lauderdale, Florida 33301.

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III  
PURPOSES**

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

**ARTICLE IV  
AUTHORIZED SHARES**

The capital stock of this Corporation shall consist of Five Hundred (500) Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued

Prepared By:  
Penn B. Chebrow, Esquire  
Florida Bar Number 141483  
Wampler, Buchanan Walker Chebrow Bendelle & Stanley, P.A.  
9350 South Dixie Highway  
Suite 1500  
Miami, Florida 33156

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from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

**ARTICLE VI**  
**NAMES AND ADDRESSES OF SUBSCRIBERS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
SUSAN MANSOLILLO	2500 East Las Olas Boulevard Apartment 509 Fort Lauderdale, Florida 33301	250
DONNA MANSOLILLO	1656 S.W. 108 <sup>th</sup> Terrace Davie, Florida 33324	250

The proceeds of the stock subscribed for will amount to at least FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The initial registered agent of this Corporation and her address is as follows: Susan Mansolillo, 2500 East Las Olas Boulevard, Apartment 509, Fort Lauderdale, Florida 33301.

**BOARD OF DIRECTORS**

1. The number of Directors of this Corporation shall not be less than one (1) nor more than five (5). The Bylaws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).
2. The Corporation shall initially have two (2) Directors. The names and addresses of the initial Directors are as follows:

**NAME****ADDRESS**

Susan Mansolillo

2500 East Las Olas Boulevard  
Apartment 509  
Fort Lauderdale, Florida 33301

Donna Mansolillo

1656 S.W. 108<sup>th</sup> Terrace  
Davie, Florida 33324

3. The Initial Officers of the Corporation and their names and addresses are as follows:

**NAME and OFFICE****ADDRESS**Susan Mansolillo  
President and Treasurer2500 East Las Olas Boulevard  
Apartment 509  
Fort Lauderdale, Florida 33301Donna Mansolillo  
Vice President and Secretary1656 S.W. 108<sup>th</sup> Terrace  
Davie, Florida 33324**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation are as follows: Susan Mansolillo, located at: 2500 East Las Olas Boulevard, Apartment 509, Fort Lauderdale, Florida 33301.

**ARTICLE VIII**  
**ADDITIONAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation.

1. The Board of Directors from time-to-time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the

accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. **INDEMNIFICATION:**

(a) The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in performance of his or her duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and

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reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any Bylaws, agreement, vote of stockholders or otherwise.

(d) This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the Corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation in Miami-Dade County, Florida, for the uses and purposes aforesaid this 22 day November, 2011.

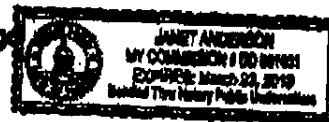
  
SUSAN MANSOLILLO  
Incorporator

STATE OF FLORIDA       )  
                              : ss.  
COUNTY OF BROWARD    )

BEFORE ME the undersigned authority, personally appeared SUSAN MANSOLILLO, to me well known or identified to me by a valid driver's license to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
*Palm Beach*  
in Miami-Dade County, Florida, this 22<sup>nd</sup> day of November, 2011.

*Janet Anderson*  
NOTARY PUBLIC  
State of Florida at Large



My Commission Expires: 3.23.2013

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:** Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.

**BUSAN MANSOLILLO**

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