

P11000105304

Juan Agustin Gonzalez
(Requestor's Name)

8589 SW 214th Terrace
(Address)

Cutler Bay, FL 33189
(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

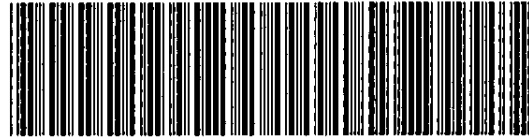
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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11/28/11--01015--017 **78.75

FILED
11 DEC -9 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/5/11

MRS
12/12

November 18, 2011

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

Re: Articles of Incorporation of "EBD Capital"

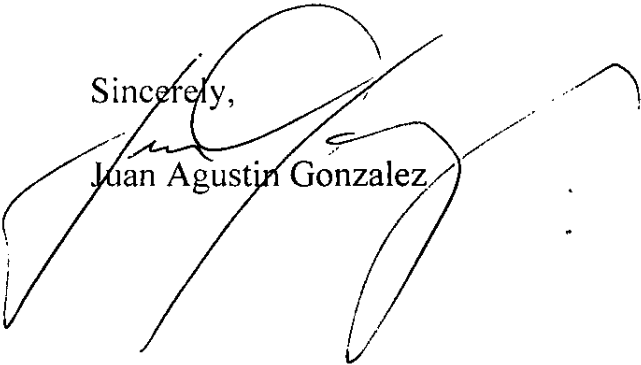
To Whom It May Concern,

Enclosed are an original and a copy of Articles of Incorporation of EBD Capital. Also enclosed please find a check for \$78.75 covering the Filing fee, and a Certified Copy fee.

We now await for the certified copy of the filed Articles of Incorporation.
Thank you.

Sincerely,

Juan Agustin Gonzalez





FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2011

JUAN AGUSTIN GONZALEZ
8589 SW 214TH TERRACE
CUTLER BAY, FL 33189

SUBJECT: EBD CAPITAL
Ref. Number: W11000059988

We have received your document for EBD CAPITAL 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 name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 411A00026796

ARTICLES OF INCORPORATION OF: **EBD CAPITAL, INC.**

The undersigned incorporator, for the purpose of forming a Florida profit Corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I. **Name of Corporation.**

The name of this Florida Corporation is:

EBD Capital, Inc.

ARTICLE II. **Corporate Existence.**

This Corporation shall have perpetual existence.

ARTICLE III. **Purpose.**

The purpose for which this Corporation is organized is "any and all lawful business".

ARTICLE IV. **Incorporator.**

The name and address of the incorporator is:

Juan Agustin Gonzalez
8589 SW 214th Terrace
Cutler Bay, FL 33189

ARTICLE V. **Principal Office.**

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

8589 SW 214th Terrace
Cutler Bay, FL 33189

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11 DEC -9 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/5/11

ARTICLE VI.
Registered Agent & Florida Address.

The name and Florida address of the registered office of the Corporation is:

Pablo Gonzalez Zepeda, Esq.
9400 S. Dadeland Blvd.
Penthouse Five
Miami, FL 33156

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

ARTICLE VII.
Board of Directors.

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

Juan Agustin Gonzalez
8589 SW 214th Terrace
Cutler Bay, FL 33189

Shawn Remmer
14100 SW 81 Avenue
Miami, FL 33158

Pablo Gonzalez Zepeda
9400 S. Dadeland Blvd.
Penthouse Five
Miami, FL 33156

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors shall be increased or decreased from time to time by resolution adopted by a super majority vote (more than 70%) of the Board of Directors. The election of directors shall be done in accordance with the Bylaws. The Bylaws shall be effectuated and amended, from time to time, by Corporate Resolution adopted by a super majority vote (more than 70%) of the Board of Directors.

The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE VIII.
Indemnification of Board of Directors
and Officers.

The Corporation shall have the authority to enter into indemnification agreements or arrangements with its officers and directors that provide for indemnification and advancement of expenses to the fullest extent not prohibited by law in existence now or hereafter.

ARTICLE IX.
Stock.

The number of shares the corporation is initially authorized to issue is one hundred (100) shares consisting of 100 only "Common Stock", which shall be subject to the designations, preferences, limitations and relative rights set forth in this Article and/or Bylaws.

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 Stocks.

In addition to Article XV, the Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws but 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.
Voting Trust Agreements.

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.

Any time a shareholder of this Corporation wishes to sell his/her shares ("Exiting Shareholder"), all shares owned by Exiting Shareholder of this Corporation must be first offered to Existing Shareholder(s) (Existing Shareholders are defined as owning shares at the time Exiting Shareholder wishes sell his/her shares).

Should a shareholder of this Corporation elect to purchase said shares, it shall pay a price based on percentage ownership of Exiting Shareholder and a fair market valuation of company at the time. Should more than one Existing Shareholder be interested in the shares of the Exiting Shareholder, the Existing Shareholder offering the highest price shall acquire the Exiting Shareholder's shares. Exiting Shareholder must provide written notification of his/her intent to sell to the Registered Agent or during a Board Meeting.

ARTICLE XVI.
Liquidation Distribution.

Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (collectively, Liquidation), and after first, the holders of the 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 70%) 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 December 5, 2011.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of December, 2011.


JUAN AGUSTIN GONZALEZ, Incorporator

STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JUAN AGUSTIN GONZALEZ, personally known to me to the person 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 5 day of December, 2011.



MARCELA A. WEILAND
COMMISSION # EE 050603
EXPIRES: December 20, 2014
Bonded Thru Budget Notary Service

NOTARY PUBLIC, State of Florida

Name: Marcela Weiland

Commission #: EE050603

My Commission expires: 12/20/2014

MARCELA A. WEILAND
MY COMMISSION # EE 050603
EXPIRES: December 20, 2014
Bonded Thru Budget Notary Services

REGISTERED AGENT ACKNOWLEDGMENT

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.


PABLO GONZALEZ ZEPEDA, ESQ.
Registered Agent