

P12000027752

(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



800224445358

03/12/12--01015--005 \*\*70.00

W12-14464

FILED  
12 MAR 21 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAR 22 2012

**COVER LETTER**

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

**SUBJECT: RS HOLDINGS, INC.**

(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: Jeff Cohen

Name (Printed or typed)

909 SE 5th Avenue, Suite 200

Address

Delray Beach, FL 33483

City, State & Zip

561-455-7700

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 MAR 21 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 13, 2012

JEFF COHEN  
909 SE 5TH AVE STE 200  
DELRAY BEACH, FL 33483

SUBJECT: RS HOLDINGS, INC.  
Ref. Number: W12000014404

We have received your document for RS HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6052.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 712A00009175

**ARTICLES OF INCORPORATION  
OF**

**R SAHM HOLDINGS, INC.**  
*(A Florida For Profit Corporation)*

*The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:*

**Article I**

**Name**

The name of the Corporation is R Sahm Holdings, Inc. (the "Corporation").

**Article II**

**Duration and Existence**

The Corporation shall exist perpetually.

**Article III**

**Purpose**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**Article IV**

**Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is 11000 Prosperity Farms Road, Suite 202, Palm Beach Gardens, FL 33410.

**Article V**

**Capital Stock**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having a par value of No Dollars and One Cent (\$0.01).

FILED  
12 MAR 21 PM 4:35  
SECRETARY OF STATE  
PALM BEACH GARDENS, FL 33410

## **Article VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 11000 Prosperity Farms Road, Suite 202, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of the Corporation at that address is Roland Sahn.

## **Article VII**

### **Incorporator**

The name and street address of the incorporator of the Corporation are Roland Sahn, 11000 Prosperity Farms Road, Suite 202, Palm Beach Gardens, FL 33410.

## **Article VIII**

### **Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee

or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### **Article IX**

##### **Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

#### **Article X**

##### **Amendment**


The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 8 day of March, 2012.

  
\_\_\_\_\_  
Roland Sahm, Incorporator

## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, Clifford Gross. hereby accepts the appointment as registered agent and agrees to act in this capacity. Clifford Gross. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Clifford Gross is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

By:   
Roland Sahm

Dated: March 9, 2012

FILED  
12 MAR 21 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA