## Florida Department of State

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### FLORIDA PROFIT/NON PROFIT CORPORATION Roblo Spring Corp.

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# ARTICLES OF INCORPORATION OF Roblo Spring Corp.

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### <u>ARTICLE 1 – NAME</u>

The name of the Corporation is Roblo Spring Corp. (hereinafter, "Corporation").

#### ARTICLE 2 - PURPOSE OF CORPORATION

IN FURTHERANCE OF ITS CORPORATE PURPOSES, THE CORPORATION SHALL HAVE ALL OF THE GENERALAND SPECIFIC POWERS AND RIGHTS GRANTED TO AND CONFERRED ON A CORPORATION BY THE FLORIDA BUSINESS CORPORATION ACT OF THE FLORIDA STATUTES.

#### ARTICLE 3 - PRINCIPAL AND MAILING ADDRESS

The address of the principal office of this Corporation is 2315 NW 107 AVENUE Suite IM39, Miami, FL 33172, and the mailing address is the same.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Clara M Garcia 9851 NW 58<sup>th</sup> St, Suite 120 Doral, FL 33178

#### **ARTICLE 5 - OFFICERS**

The Officers of the Corporation shall be:

President:

Morvel C. Roman

Vice President:

Christian Diaz

Secretary:

Christian Diaz

Whose addresses shall be Av. Ppal. de Cumbres de Curumo, Res. Galaxia, piso 5 Apto PH, Caracas, Edo. Miranda Venezuela

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#### ARTICLES 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

**Moryel C. Roman** Av. Ppal. de Cumbres de Curumo, Res. Galaxia, piso 5 Apto PH, Caracas, Edo. Miranda Venezuela

#### ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Thousand (10,000) shares of common stock, each share having the par value of One Dollar (\$1.00).
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of its stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

#### ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### <u>ARTICLE 10 – REGISTERED OFFICE AND REGISTERED AGENT</u>

The name and address of the initial registered office of this Corporation is G&A Accounting and Tax Serv, Inc. 9851 NW 58<sup>th</sup> St Suite 120, Doral, FI 33178.

#### **ARTICLE 11 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11-08-2012.

Clara Garcia, Incorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

G&A Accounting and Tax Serv, Inc. having been named as the Registered Agent for the above stated Corporation at the place designated in the articles hereby accepts to act in this capacity and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

G&A Accounting and Tax Serv, Inc.

Clara Garcia, Director

SECRETARY OF STATE