

P13000009150

(Requestor's Name)

(Address)

(Address)

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PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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W13-5448



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TALLAHASSEE, FLORIDA

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✓ 01/28/13

EFFECTIVE DATE 01/25/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2013

GUY K. STEWART, JR.
502 PALM STREET
NUMBER 5
WEST PALM BEACH, FL 33401

SUBJECT: J.R.B. VENTURES, INC.
Ref. Number: W13000005448

We have received your document for J.R.B. VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Two complete, but slightly different "Articles of Incorporation" were submitted for the same entity. The Long form has an Effective date, but the Short form does not; also, the Short form lists Officers/Directors while the Long form has none. Please choose and resubmit one set of Articles.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 013A00002093

GUY K. STEWART, JR.
502 PALM STREET, NUMBER 5
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 659 - 1810 FACSIMILE (561) 659 - 3888
e-mail: gkstewart@bellsouth.net

January 24, 2013

By Fedex: Tracking Number 8660 1428 8370

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

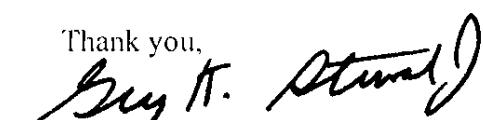
Re: **Incorporation of J.R.B. Ventures, Inc., a Florida Corporation**

Dear Sir or Madam:

Enclosed please find:

1. Two copies of the Division's Cover Letter, with the required accompanying information completed, with both copies manually signed by me as Incorporator and Registered Agent.
2. Two copies of the Articles of Incorporation with both copies manually signed by me as Incorporator and Registered Agent.
3. One check for \$87.50 for the Filing Fee, Certified Copy & Certificate of Status, to be returned to me by US mail. (I assume I will also be receiving a Certified Copy of the Articles of Incorporation.)
4. One check for \$35.00 for designation of me as Registered Agent.

Thank you,



Guy K. Stewart

Guy K. Stewart, Jr.

COVER LETTER

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

SUBJECT: J.R.B. Ventures, 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 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

\$87.50
Filing Fee, 
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Guy K. Stewart, Jr.
Name (Printed or typed)

502 Palm Street, Number 5
Address

West Palm Beach, Florida 33401
City, State & Zip

(561) 659 - 1810
Daytime Telephone number

gkslaw@bellsouth.net
E-mail address: (to be used for future annual report notification)

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

EFFECTIVE DATE 01/25/13

ARTICLES OF INCORPORATION
OF
J.R.B. VENTURES, INC.

The Undersigned Incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The Name of this Corporation is J.R.B. Ventures, Inc.

ARTICLE II

A. The Street Address of the Initial Principal Office of this Corporation is:

Guy K. Stewart, Jr.
502 Palm Street
Number 5
West Palm Beach, Florida 33401

C. The Mailing Address of this Corporation is:

J.R.B. Ventures, Inc.
c/o Rosio Crespo Carazas
Calle Quintana 19
Penthouse 6 B & C
Madrid, Spain 28008

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ARTICLE III

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory, or nation, or subdivision thereof.

ARTICLE IV

A. This Corporation is authorized to issue

EFFECTIVE DATE 01/25/13

(1) 500,000,000 shares of Class A Common Stock, having a par value of \$.01 per share; and

(2) 100 shares of Class B Common Stock, having a par value of \$.01 per share.

B. The Holders of Share of the Class A Common Stock

(1) shall, except as provided otherwise in these Article of Incorporation, be entitled to one (1) vote per share upon all matters presented to the Shareholders of this Corporation for their vote or approval, whether at a Shareholders' Meeting, by proxy, or by written consent;

(2) may, upon the approval of the Board of Directors of this Corporation, and upon the approval of the Holders of shares of the Class B Common Stock, and in accordance with Section 607.06401, Florida Statutes, as the Statute provides as at the date these Articles of Incorporation are filed, redeem his, hers, or its shares of Class A Common Stock for cash, property or rights, including securities of this Corporation, or of another corporation;

(3) do not have the right to vote on proposed amendments to these Articles of Incorporation if the proposed amendments to these Articles of Incorporation would adversely affect the rights of the Holders of the Class B Common Stock; and

(4) the rights of the Holders of the Class A Common Stock to receive the net assets of this Corporation upon dissolution shall be subordinate to the rights of the Holders of shares of the Class B Common Stock to receive the net assets of this Corporation upon dissolution.

C. The Holders of Shares of the Class B Common Stock

(1) shall be entitled to vote upon all matters presented to the Shareholders of this Corporation for their vote or approval, whether at a Shareholders' Meeting, by proxy, or by written consent, and each Holder of shares of the Class B Common Stock shall be entitled to cast one hundred (100) votes for each share of Class B Common Stock held upon all matters presented to the Shareholders of this Corporation

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vote or approval, whether at a Shareholders' Meeting, by proxy, or by written consent;

(2) shall have the right, without the consent or approval of the Holders of shares of the Class A Common Stock, to elect three (3) Directors of this Corporation;

(3) shall have the right, without the consent or approval of the Holders of shares of the Class A Common Stock,

(a) to increase the number of Directors of this Corporation;

(b) to increase or decrease the number of votes each Director may have to vote on any manner;

(c) to increase or decrease the duration of the terms of the Directors; and

(d) the Holders of the Class B Common Stock, upon the approval of the Board of Directors of this Corporation, without the consent and approval of the Holders of shares of the Class A Common Stock, and, with the written consent of the Holders at least of 76% of the number of shares of the Class B Common Stock then Issued and Outstanding, and in accordance with Section 607.06401, Florida Statutes, as the Statute provides as at the date these Articles of Incorporation are filed, may redeem their shares of Class B Common Stock for cash, property or rights, including securities of this Corporation or another corporation; and

(e) so long as any shares of the Class B Common Stock remain issued and outstanding, the Holders of the Class B Common Stock of this Corporation, may not, either directly or indirectly, without the affirmative vote of the Holders holding at least 76% of the number of shares of the Class B Common Stock then issued and outstanding,

(i) alter or repeal or amend any of the provisions of these Articles of Incorporation so as to affect adversely the preferences, special rights or privileges or voting powers of shares of the Class B Stock.

ARTICLE V

The Street Address of this Corporation's Initial Registered Office and the name of its Initial Registered Agent at that Office are:

Guy K. Stewart, Jr.
502 Palm Street
Number 5
West Palm Beach, Florida 33401

ARTICLE VI

The Name and Street Address of the Incorporator of this Corporation is

Guy K. Stewart, Jr.
502 Palm Street
Number 5
West Palm Beach, Florida 33401

ARTICLE VII

This Corporation elects not to be governed by the terms and provisions of Section 607.0901, Florida Statutes, as the same may be amended, superseded, or replaced by any successor section, statute, or provision.

ARTICLE VIII

The number of Directors of this Corporation shall never be less than one.

ARTICLE IX

This Corporation shall have perpetual existence.

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ARTICLE X

The personal liability of the Officers, Directors, Employees and Agents of this Corporation is hereby eliminated to the fullest extent permitted by the laws of the State of Florida, or of the laws of any other State of the United States of America, or of any subdivision thereof, or of any other Nation, or of any sub-division thereof, as these laws may be amended and supplemented.

ARTICLE XI

A. This Corporation has the power to, and shall, to the fullest extent permitted by the laws of the State of Florida, or of the laws of any other State of the United States of America, or of any sub-division thereof, or of any other Nation, or of any sub-division thereof, as those laws may be amended and supplemented, indemnify any and all persons under said laws from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said laws, and the indemnification 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 disinterested Directors or otherwise, both as to any action in his or her official capacity and as to any action in any another capacity while holding such office, and 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, executors, and administrators of such a person.

B. Accordingly, this Corporation shall indemnify its Officers, Directors, Employees and Agents as follows:

(1) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, Employee or Agent of this Corporation, or is or was otherwise serving at the request of this Corporation as a Director, Officer, Employee or Agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner or he or

she reasonably believed to be in, or not opposed to the best interests of this Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his or her conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was not unlawful.

(2) This Corporation shall indemnify any person who was, or is, a party, or was, or is, threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of this Corporation, to procure a judgment in its favor by reason of the fact that he or she is, was, was a Director, Officer, Employee or Agent of this Corporation, or is, or was, serving at the request of this Corporation as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if or he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of this Corporation; except

(a) that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for misconduct in the performance of his or her duties to this Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(3) To the extent that a Director, Officer, Employee or Agent of this Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, or he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

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(4) Any indemnification under this Article (unless ordered by a court) shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the Officer, Director, Employee or Agent is proper under the circumstances, because or he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Committee Directors who are parties may participate),
 - (i) by Independent Legal Counsel selected by the Board of Directors prescribed in Subparagraph (a) or the Committee prescribed in Subparagraph (b); or
 - (c) If a quorum of the Directors cannot be obtained for Subparagraph (a) and the Committee cannot be designated under Subparagraph (b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate); or
 - (d) By the Shareholders by a majority vote of a quorum consisting of Shareholders who were not parties to such proceeding or no such quorum is obtainable, by a majority vote of Shareholders who were not parties to such action or proceeding.

(5) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by Independent Legal Counsel, persons specified by Subparagraphs (4) (a) or 4 (b) shall evaluate the reasonableness of expenses and may authorize indemnification.

(6) Expenses incurred by an Officer or Director in defending a civil or criminal proceeding may be paid by this 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 he or she is ultimately found not to be entitled to indemnification by this Corporation pursuant to this section. Expenses incurred by other

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Employees and Agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

(7) The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and this Corporation may make any other or further indemnification or advancement of expenses of any of its Directors, Officers, Employees, or Agents, under any bylaw, agreement, vote of Shareholders or disinterested Directors, or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any Director, Officer, Employee, or Agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal laws of the United States of America only, or of a State or political sub-division thereof only, unless the Director, Officer, Employee, or Agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful, in which case, reliance upon advice of counsel shall be prima facie evidence that the Director, Officer, Employee, or Agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, Officer, Employee, or Agent derived an improper personal benefit;

(c) In the case of a Director, a circumstance under which the liability provisions of Section 607.0834, Florida Statutes, are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of this Corporation in a proceeding by or in the right of this Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(8) Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a Director, Officer, Employee, or Agent and shall inure to the benefit of

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the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(9) Notwithstanding the failure of this Corporation to provide indemnification, and despite any contrary determination of the Board, or Independent Counsel, or by a Committee, or by of the Shareholders in the specific case, a Director, Officer, Employee, or Agent of this Corporation who is or was a party to an action or proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

(a) The Director, Officer, Employee, or Agent is, and shall be, entitled to mandatory indemnification under this Article, in which case the court shall also order this Corporation to pay the Director, Officer, Employee, or Agent reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) The Director, Officer, Employee, or Agent is, and shall be, entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by this Corporation of its power pursuant this Article; or

(c) The Director, Officer, Employee, or Agent is, and shall be, fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Section (1) or Section (2) or Section (7) of this Article.

(10) The Board of Directors may exercise this Corporation's power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of this Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her

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status as such, whether or not this Corporation would have the power to indemnify him or her against such liability under this Article.

(11) For purposes of this Article, the term "corporation" includes, in addition to this Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a Director, Officer, Employee, or Agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this section with respect to the resulting or surviving corporation as or he or she would have with respect to such constituent corporation if its separate existence had continued.

(12) For purposes of this Article:

- (a) The term "other enterprises" includes employee benefit plans;
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TLC HARRY F. S. I.
B. F. D.
- (b) The term "expenses" includes counsel fees, including those for appeal;
- (c) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;
- (d) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, or arbitration, whether civil, criminal, administrative, or investigative and whether formal or informal, wherever or whenever brought, initiated, or completed;
- (e) The term "agent" includes a volunteer;
- (f) The term "serving at the request of the corporation" includes any service as a director, officer, Employee, or Agent of the corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and
- (g) The term "not opposed to the best interest of the corporation" describes the actions of a person who acts in good faith and in a manner he or she

reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

(13) This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Corporation or is or was serving at the request of this Corporation as a Director, Officer, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this Corporation or any other person or entity would have the power to indemnify such a person against any liability under the provisions of this Article.

ARTICLE XII

The effective date of these Articles of Incorporations shall be January 25, 2013.

By:

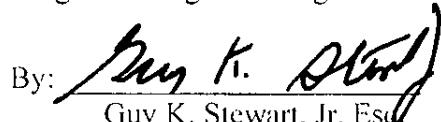


Guy K. Stewart, Jr.
Incorporator

January 24, 2013

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 of Registered Agent and agree to act in this capacity.

By:



Guy K. Stewart, Jr. Esq.
Registered Agent

January 24, 2013

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