# P1300027987

(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



900245815159

03/26/13--01010--014 \*\*78.75

FILED

13 MAR 26 PH 4: 05

SECRETAGE OF STATE

VEH ALLES OF STATE



#### **COVER LETTER**

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

# SUBJECT: MURGAS STAINLESS STEEL DEPOT INC. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an orig	inal and one (1) copy of the ar	ticles of incorporation and	d a check for:
\$70.00 Filing Fee	■ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status  PY REQUIRED

FROM:	YOHAN MURGAS ROQUE
	Name (Printed or typed)
	1361 NE 27th WAY APT 1
	Address
	POMPANO BEACH, FL. 33062
	City, State & Zip
	(954) 861-8308
	Daytime Telephone number
	yohannahoy81@gmail.com  E-mail address: (to be used for future annual report notification)

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

# ARTICLES OF INCORPORATION OF

FILED

13 MAR 26 PM to 05

SECRETARY OF STATE
TALLARISSEE

**MURGAS STAINLESS STEEL DEPOT INC.** 

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 Florida Statutes.

# <u>ARTICLE 1 – NAME</u>

The name of the Corporation is **STAINLESS STEEL DEPOT INC.**, (hereinafter, "Corporation").

#### **ARTICLE 2 – PURPOSE OF CORPORATION**

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

### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1361 NE 27<sup>th</sup> Way Apt 1, Pompano Beach, Florida 33062 and the mailing address is the same.

#### **ARTICLE 4 – INCORPORATOR**

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

Dario Marmolejo 18248 Clear Brook Circle Boca Raton, Florida 33498

#### **ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President:

YOHAN MURGAS ROQUE

Vice-President:

FELIX G MURGAS BARRAMEDA

Whose addresses shall be the same as the principal office of the Corporation.

### <u>ARTICLE 6 – DIRECTOR(S)</u>

The Director(s) of the Corporation shall be:

Yohan Murgas Roque Felix G Murgas Barrameda

# <u>ARTICLE 7 – CORPORATE CAPITALIZATION</u>

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND** (1,000) shares of common stock, each share having the part 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 shares 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 Directors(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 shares 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 Boards of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued 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 or conditions of redemption of the stock.

#### **ARTICLES 8 – SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

# **ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

# **ARTICLE 10 – 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 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

# <u>ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT</u>

The registered agent and registered office of this Corporation shall be: YOHAN MURGAS ROQUE, 1361 NE 27<sup>th</sup> Way Apt 1, Pompano Beach, Fl. 33062.

# **ARTICLE 14 – 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.

# <u>ARTICLE 15 – EFFECTIVE DATE</u>

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

# **ARTICLE 16 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### **ARTICLE 17 – INDEMNIFICATION**

The Corporation shall indemnify a director of officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director of officer of the Corporation against reasonable attorney fees and expenses incurred by the director of officer in connection with the proceeding. The Corporation may indemnify and individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persona are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another

and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent or the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any persona who is or was a director, officer, employee or agent of the Corporation or the ability o the Corporation otherwise to indemnify or advance expenses to any such persona by contract or in ay other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law of public policy, it shall be severable and the provisions remaining shell not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this \_\_\_\_\_\_ day of March, 2013.

Dario Marmorejo. Incorporator

Having been named as registered agent to accept of process for the above stated Corporation, at the place designated in this certificate, I hereby agreed to act in this capacity.

And I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: MARCH 22 nd, 2013

Yolgan Murgas Roque Registered Agent

R 26 PH \+ 05