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888.491.1120 www.gmlaw.com Brent D. Klein Merrick Pointe, Suite 602 3850 Bird Road Miami, Florida 33146 Direct Phone: 305.789.2772 Direct Fax: 305.537.3972 Email: brent.klein@gmlaw.com

October 2, 2014

Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301 **Federal Express** 

Re:

Macmillan Holdings, Inc. Macmillan Oil Company, LLC Macmillan Real Estate, LLC

#### Gentlemen:

Enclosed are the following:

## Macmillan Holdings, Inc.:

- 1. Two (2) copies of Articles of Incorporation.
- 2. Our check in the amount of \$78.75.

#### Macmillan Oil Company, LLC:

- 1. Two (2) copies of Articles of Organization.
- 2. Our check in the amount of \$155.00.

#### Macmillan Real Estate, LLC:

- 1. Two (2) copies of Articles of Organization.
- 2. Our check in the amount of \$155.00.

After the Articles have been filed, please forward a certified copy of each to the undersigned.

Division of Corporations October 2, 2014 Page No. 2

If there are any questions, please call.

Very truly yours,

Brent D.\ Klein

#### ARTICLES OF INCORPORATION

#### **OF**

## MACMILLAN HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### **ARTICLE I**

#### NAME

The name of the corporation is Macmillan Holdings, Inc. and its address is 2955 East 11<sup>th</sup> Avenue, Hialeah, Florida 33013.

#### ARTICLE II

# **DURATION**

The duration of the corporation is perpetual.

## ARTICLE III

## **PURPOSE**

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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#### ARTICLE IV

## **AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 20,000 shares consisting of:

500 Shares of Class A Common Stock, and

19,500 Shares of Class B Common Stock

The Class A Common Stock and the Class B Common Stock shall be identical in all respects, share for share, except the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Common Stock and the holders of the Class B Common Stock shall not have any voting power or be entitled to receive any notices of meetings of shareholders.

#### **ARTICLE V**

# **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Suite 602, 3850 Bird Road, Miami, Florida 33146 and the name of its initial registered agent at such address is Brent D. Klein.

#### ARTICLE VI

#### **DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Amancio Alonso 2955 East 11<sup>th</sup> Avenue Hialeah, Florida 33013

Daniel Alonso 2955 East 11<sup>th</sup> Avenue Hialeah, Florida 33013 FILED

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#### ARTICLE VII

# **INCORPORATOR**

The name and address of the incorporator are:

Brent D. Klein Suite 602 3850 Bird Road Miami, Florida 33146

## **ARTICLE VIII**

# **INDEMNIFICATION**

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 2d day of October, 2014.

Brent D. Klein

## Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein Registered Agent

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