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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

MAIL

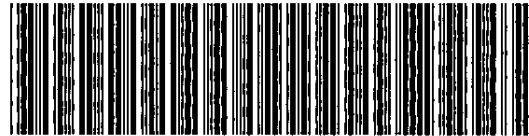
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 OCT 27 AM 7:55

WA-62316

COVER LETTER

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

SUBJECT: All-Pro Mechanics of Miami 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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Exclusive Business Enterprises, LLC

Name (Printed or typed)

3600 S. State Rd. 7 (441) Suite#254

Address

Miramar, FL 33023

City, State & Zip

(888) 308-7774

Daytime Telephone number

tonic001@fiu.edu

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

October 13, 2014

EXCLUSIVE BUSINESS ENTERPRISES, LLC
3600 S. STATE RD 7 (441) STE 254
MIRAMAR, FL 33023

SUBJECT: ALL-PRO MECHANICS OF MIAMI INC.
Ref. Number: W14000062316

RECEIVED
14 OCT 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ALL-PRO MECHANICS OF MIAMI 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 effective date is not acceptable since it is not within five working days of the date of receipt.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return 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.

Jessica A Fason
Regulatory Specialist II

Letter Number: 514A00021849

**ARTICLES OF INCORPORATION
OF
ALL-PRO MECHANICS OF MIAMI INC.**

I the undersigned Fitzroy Deacon for the purpose of carrying on a lawful business, desiring to become a corporate body under the code of Florida, file, these Articles of Incorporation, which is signed and set forth as follows:

**ARTICLE I
NAME**

The name of this Corporation (hereinafter referred to as the "Corporation") shall be All-Pro Mechanics of Miami, Inc.

**ARTICLE II
PRINCIPLE OFFICE**

The principle office of the corporation in the State of Florida shall be located at 843 NW 140th Terrace, Miami, FL 33168.

**ARTICLE III
PURPOSES**

The purposes of which the corporation is organized:

1. To conduct any and all lawful business
2. To repair automobiles
3. To acquire, purchase, lease, rent, hold, convey, sell and otherwise dispose of property of all nature and kind, whether personal, tangible or intangible, that are necessary and incidental to the accomplishment of the foregoing purposes.
4. To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm association or corporation; to pay for the same in cash, with the stock of this corporation, or any other property as purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
5. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stocks, bonds other evidence of indebtedness, to exercise all the rights privileges of ownerships, including the right to vote thereon, to the same extent as a natural person might or could do;
6. To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, stocks, notes and other obligation thereof, without security, or secured by, pledge or mortgage of the whole, or any part of its property, real or personal.
7. To protect the services of the Corporation, or any part thereof by trademarks, trade names or any distinguishing name or title, and to acquire take over the trademarks,

**ARTICLE VI
REGISTERED AGENT OFFICE**

The registered agent and office to receive all legal documents, communication and correspondence shall be as follows:

Exclusive Business Enterprises, LLC
3600 S. State Rd. 7 (441)
Suite #254
Miramar, FL 33023

Having been named as registered agent and the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of registered agent.

Registered Agent Signature: _____

Leri Onick

**ARTICLE VII
DURATION**

The terms of existence of the Corporation are perpetual.

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator and the share they own are as follows:

NAME	ADDRESS	SHARES
Fitzroy Deacon	843 NW 140 th Terrace Miami, FL 33168	1,000

**ARTICLE IX
LIQUIDATION LIABILITY**

Shareholders shall be entitled to limited liability, to the extent of their investment in the Corporation.

ARTICLE X LIMITED LIABILITY

Upon a vote of two-thirds (2/3) of the board of Directors and Stockholders, the Corporation may cease doing business and wind up all affairs. Upon the winding up of the Corporation means to satisfy all claims, manage business until all property is disposed of, terminate leases, cancel contracts, contact the necessary personnel to wind up all the affairs and other powers granted by law.

After all creditors have been paid, the shareholders shall share the remaining asset in proportion to the number of shares owned or hold respectively by each.

The Corporation, upon a report that all affairs of the corporation have been wound up, shall be dissolved.

ARTICLE XI SUB CHAPTER "S" DESIGNATION

The Corporation is organized under the Sub Chapter "S" provision of the Internal Revenue code for tax purposes.

ARTICLE XII RIGHT HAVE FIRST REFUSAL

Each party agrees either upon offer of sale or death of stockholder the remaining stockholder(s) have the first right of refusal of purchase of outstanding shares owned by any other stockholder. Said right of refusal shall be binding on any heir, executor, administrator, or assignee of any stockholder.

ARTICLE XIII SPECIAL PROVISION

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the stockholders are hereby established:

1. All corporate powers shall be exercised by the Board of Directors, except otherwise provided by the Statue, by this certificate or as delegated to others by the said Board, and in the furtherance, and not in limitation of the powers conferred by statue and by this certificate. The Board of Directors shall adopt the by-laws of the Corporation and by-law so made may be altered or repealed by the directors or stockholders.
2. Insofar as same is not contrary to the laws of the State of Florida, no contract or other transaction between this Corporation and any other Corporation, individually or jointly, may be a party of or parities to, or may be interested in any contract or transaction of this Corporation or in which this Corporation has with any person or persons, firm, a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of

trade name, process, formulas, patent rights, inventions and apparatus useful and convenient in the conduct of the said services of the Corporation.

8. To enter into, make perform contracts for every kind for any lawful purpose, with any person, firm, association or any corporation, city, town, country, body, police, state, territory, government or any governmental division, corporation or agency.
9. To have one or more offices, and to conduct and or all of its operations and business and promote its objects within or without the State of Florida, without restriction as to place or amount.
10. To establish lines of credit with banking houses or elsewhere, for the purpose hereinbefore enumerated and set forth, incur indebtedness, and to raise, borrow and secure payment of the money in any lawful manner, including the issue and sale or other disposition of, bonds, warrants, debentures, obligation negotiable and transferable instruments, and evidences of indebtedness of any kind whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital, or for any other purpose in or about its business or affairs without limits as to amount except as provided by statute, this is to be done on such terms and conditions, and by such officers as said banking house or houses may require.
11. To do such other things as are incidental, proper, or necessary the objects, powers and privileges herein granted, as well as to exercise all those powers expressly conferred on business corporations laws of the State of Florida; The foregoing clauses shall be construed as objects purposes powers and provision for the regulations and conduct of the business and affairs of the Corporations, the directors and stockholders, in addition those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects shall not restrict in a manner the power of the Corporations otherwise granted by law.

ARTICLE IV CAPITAL STOCK

The total authorized number of capital stock shares of this corporation shall be ONE THOUSAND (1000) par value of one dollar (\$1.00) per share. The amount of capital stock with which the Corporation shall begin doing business shall be ONE THOUSAND (\$1,000) dollars.

Signature: Fitzroy Deacon

ARTICLE V OFFICERS AND DIRECTORS

1. The name and addresses of the Directors of the Corporation for the first year and until the successors are:

NAME
Fitzroy Deacon
Fitzroy Deacon

TITLE
President
Secretary

himself or any firm, association or corporation in which he may be otherwise interested.

**ARTICLE XIV
EFFECTIVE DATE**

The effective date for this Corporation shall be 10/2/2014.

I am the member or authorized representative submitting these Articles of Incorporation and affirm that facts stated herein are true. I am aware that false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the Corporation and every year thereafter to maintain "active" status.

IN WITNESS WHEREOF, I the undersigned have hereunto set my hands and seals on this 5 day of October, 2014.

Litzy May Deacon

Sworn to and subscribed before me on this the 5 day of October, 2014

Terri Onick
NOTARY PUBLIC



Terri Onick
COMMISSION # FF003307
EXPIRES: MAR. 28, 2017
WWW.AARONNOTARY.COM

3/28/17
MY COMMISSION EXPIRES

14 OCT 27 AM 7:56
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA