# Florida Department of State

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Division of Corporations

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# FLORIDA PROFIT/NON PROFIT CORPORATION **AESTES CORPORTION**

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# ARTICLES OF INCORPORATION OF AESTES CORPORATION

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

# ARTICLE I

#### NAME

The name of this corporation is Aestes Corporation.

#### ARTICLE II

# PRINCIPAL OFFICE

The principal place of business and mailing address is: 2127 Brickell Avenue;#1501 Miami, Florida 33129.

# ARTICLE III

#### TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of Slate of Florida.

# ARTICLE IV

#### PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

#### ARTICLE V

# **AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### ARTICLE VI

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII

# REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent for the Corporation is Corporate Maintenance Services, LLC, which is located at 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

# ARTICLE VIII

#### DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

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> The name and address of the director of the Board of Directors who shall serve until their first annual meeting of shareholders or until their successors are elected and qualified shall be:

> > NAME

**ADDRESS** 

Ricardo Espirito Santo

2127 Brickell Avenue, #1501

Miami, Florida 33129

Stella Espirito Santo

2127 Brickell Avenue, #1501

Miami, Florida 33129

# **ARTICLE IX**

## **OFFICERS**

The name and title of the officers who shall serve until the first anual meeting of the Board of Directors or until their successors are elected and qualified shall be:

NAME

**ADDRESS** 

Ricardo Espirito Santo

President

Stella Espirito Santo

Secretary

# ARTICLE X

# INCORPORATOR

The name and address of the Incorporator is: Ricardo Espirito Santo, 2127 Brickell Avenue, #1501, Miami, Florida 33129.

#### ARTICLE XI.

#### INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held farmless by the corporation from and against any and all loas, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not be continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, soit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Imporporation this 21st day of April, 2015.

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