

P15000047691

(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



200273292242

05/26/15--01053--012 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 MAY 26 AM 11:15

APPROVED
AND
FILED

Handwritten signature



15 MAY 26 AM 11:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
*AAA CARPET & TILE CLEANERS, INC."

I, the undersigned hereby agree to become a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, right privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation hereby formed under these Articles shall hence, and from this day subject to the approval of the Secretary of State, State of Florida, be known as "AAA CARPET & TILE CLEANERS, INC."

ARTICLE II

The company formed under these Articles of Incorporation shall be endowed with the following power.

1. Sue and be sued, and appear and defend in all actions and proceedings in its corporate name as natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, and repeal its By-Laws and Minority Agreement, not inconsistent with Law and this certificate of Incorporation for the exercise of this affairs, and property. The transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings by its shareholders, and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the by-laws may direct the number of directors, managers, or trustees of this corporation, and the Resident Agent for Service of process. All this provided that the number of the directors should never be less than one (1) or more than seven (7). This provision of these Articles of Incorporation shall be strictly construed and governed by the by-laws of the corporation and the applicable General Corporate Laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.

7. Operation

- a. Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in, this State and on the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- b. Purchase the corporate assets of any other corporation, and engage on the same character of business
- c. Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks, and any licenses or other rights or interests there under or therein.
- d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8. Ownership

a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities or other evidences of indebtedness, created by or owned by any corporation, public or closed of this State, or any other State, or foreign country, or domestic or foreign government; while the owner of such stock exercises all of the rights, powers and privileges of ownership, including the right to vote such stock.

b. Purchase, hold, and sell and transfer shares of its own stock except from the surplus its assets over its liabilities including capital. Shares of its own capital. Shares of its own capital stock, owned by the Corporation shall not voted directly or indirectly or be counted as outstanding for the purpose of any stockholders quorum of vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10 Debt

a. Contract debt and borrow money at such rates of interest not exceed the Lawful rate of interest, and upon such terms as its Board of Directors may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed owing by it, as the occasion may require and the Board of Directors deem expedient.

b. Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debt or sums of money owing by said corporation.

c. In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11 This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing Articles the said Corporation, AAA CARPET & TILE CLEANER, INC. have as its principal business objective the operation of : residential and commercial of steam cleaning of tile floor and furniture in

3

complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes.

Said corporation may engage in any and all types of associated or relative business and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the Laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as AAA CARPET & TILE CLEANERS, INC. shall be 200 shares of par value stock. Each share of stock shall have a five (\$5.00) Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 200 shares constituting 100 votes.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

This Corporation herein shall begin business with capital in the amount of One Thousand Dollars, (US\$1,000.00) said amount to be deposited in the Chase Bank of the city of Coral Springs, a banking institution in cash, for the sole purpose of beginning business under the name of AAA CARPET & TILE CLEANERS, INC.

ARTICLE VII

This Corporation shall maintain place of business : 9248 Shadow Wood Blvd., Coral Springs Fl. 33071, phone 954-439-0390

ARTICLE VIII

There shall be not less than One (1) director but not more than five at all times who shall constitute the Board of Directors of said Corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of AAA CARPET & TILE CLEANERS, INC. : Arturo J. Cardona Jr. at 9248 Shadow Wood Blvd. of Coral Springs Fl. 33071, phone 954-439-0390 These Directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified: Andrea Lucia Cardona as Treasurer-Secretary and Maria C. Cardona, as Vice-President address 9248 Shadow Wood Blvd, Coral Springs Fl. 33071

ARTICLE X

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation: Arturo J. Cardona Jr. , 9248 Shadow Wood Blvd. , Coral Springs Fl. 33071.

ARTICLE XI

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of Arturo J. Cardona Jr. signing thereon singly one signature required or upon the signature of any officer expressly authorized to sign by majority vote of the Board.

4

No single officer, director or agent shall have the privilege of instituting legal action, claim, settlement, release, satisfaction, or discharge or other legal process without the advise and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advise and consent of the Board of Directors, said acts shall be null and void to said Corporation and the Corporation shall not be responsible therefore.

ARTICLE XII

The officer to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholder at their annual meeting shall be as follows:

Arturo J. Cardona Jr. President

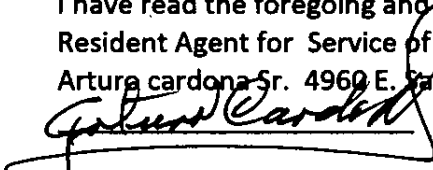
ARTICLE XIII

Designation of Resident Agent for Service of Process and Resident of Agent.

The following named person is hereby designated Resident Agent for Service of Process and by executing these Articles of Incorporation does hereby accept said designation, and his residence is set forth as follows: 4960 E. Sabal Palm Blvd, Suite #111, of Tamarac Fl. 33319-2618

I have read the foregoing and acknowledge the duties and obligations of Resident Agent for Service of Process and accept the same

Arturo Cardona Sr. 4960 E. Sabal Palm Blvd. #111, Tamarac Fl. 33319-2618



ARTICLE XIV

This corporation stock shall be voting stock, each share with a par value of (\$5.00) Dollars US Two hundred shares to constitute the total outstanding capital stock

ARTICLE XV

Should any shareholder of the Corp. AAA CARPET & TILE CLEANERS, INC. desire to sell his or her Corporate stock, he/she may do, subject to the following conditions: Prior to selling any corporate stock to any person or entity not a shareholder of the Corporation he or she must first offer his/her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing, and shall be via United States Mail, certified, return receipt requested. This offer shall state that it is made pursuant to this Article, and shall name the price (the price) desired by the seller.

The price shall be the greater of the book value or market value whichever is higher. Market value is to be determined by adding to the total capital invested the result of the multiplication of the total capital invested in the corporation by the seller times a percentage rate times a percentage rate equal to prime rate plus 2%. Prime rate to be determined by the average New York Exchange prime rate from the month preceding the sale or transfer of the stock.

All remaining stock holders shall receive said offer pursuant to this Article, and they may accept or reject the same, in writing within ninety (90) days of the

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 MAY 26 AM 11:17

APPROVED
AND
FILED

5

receipt of the offerer's written notice. If more than one stockholder intends to accept the one delivered to the seller first will be the one valid and accept taking precedence over the other acceptances.

If a higher offer is made, a counter offer, due to more than one stockholder wanting to buy, it will be to the seller's discretion to accept or not said counter offer. Upon acceptance of an offer, the purchase price shall be deposited in an escrow account or trust account with a bona fide title company, practicing attorney, or practicing accountant. In the event the offer does not receive written notice of the acceptance together with notice of the deposit of the purchase price, an escrow letter, in escrow within ninety (90) days after said offer, the offerer shall be free to sell his or her stock for the amount equal to or greater than the price named in the written offer.

The offerer must attempt to find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the remaining shareholders, and who meets the approval, as determined by the majority vote, of the remaining stockholders, prior to valid sale being affected. In the event that no one meets said criteria the seller may sell to anyone but said stock sold will be non-voting, and will only have the benefit of its monetary share of gain or loss, the purchaser will have no decision making power nor voting power in any matter related to the corporation. Each share of stock issued by the corporation shall bear the following legend: This Corporation's Certificate are subject to Charter restrictions and may be not transfer without strict compliance therewith.

If the Board Directors so desires or if a member of the Board make a motion they may vote and give the non voting stock inherited voting power. Except that the Board's vote in favor of making said stock voting stock must be unanimous. In the event of the death of a shareholder the shares will be placed in a trust if no state is established. The trust will have as its beneficiary the heirs of the shareholder and if no heirs of the shareholder and if no heirs the corporation. If within the time period established by Law or one year, whichever is greater, no heir has claim this stock, the stock will become treasury stock owned by the Corporation. If an heir is disabled or otherwise incapacitated to the stock and its benefits, as determined within this Articles of Incorporation, may be left for the benefit of the heir in the trust. Said inherited

ARTICLE XVII

In the event of the death of a shareholder the shares will be inherited in accordance with the Law. Said shares will continue to give the heir(s) the same financial benefits they would have provided to the shareholder if he or she were not deceased. However, the shares will become non-voting, and the heir(s) will have no power or voting right in the operation of the Corporation. The heir(s) have the right to cause, at their expenses, and audit of the books and records of said Corporation if they feel that discrepancies of any type exist. Said discrepancies must be aired at a Board of Directors meeting before an audit can start. If the discrepancy is not explained to the satisfaction of the heir(s) by the

6

Board the audit may be initiated by the heir(s) chosen auditor(s) at the heir(s) convenience. The heir(s) may not be members of the Board of Directors nor officers of the Corporation.

The Board of Directors must meet at least once per calendar year. At no time and under no circumstance shall the heir(s) be deprived of the monetary and financial benefit provided by the inherited stock.

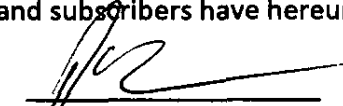
If the Board of Directors desires, or if a member of the Board makes a motion, they may vote and give the non-voting stock inherited voting power. Except that the Board's vote in favor of making said stock voting stock must be unanimous.

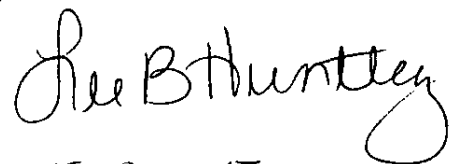
ARTICLE XVIII

In the event of that separation or divorce of a shareholder and spouse, the shares will not be transferred to the spouse, instead the shares will remain with the existing shareholder. The shares will not be passed to spouse of a shareholder unless by court order, and in such a case said shares shall be non-voting. In the event that said shares are transferred to spouse by court order and said spouse wants to sell the shares he/she shall follow the sales process outlined in ARTICLE XV

Unless contrary to Law the shareholders shall strictly comply with the conditions and articles outlined in this Articles of Incorporation, by-laws of the Stockholders determines it Minority Shareholders Agreement shall be adopted.

IN THE WITNESS WHEREOF the stockholders and subscribers have hereunto set their hands and seals this


Arturo J. Cardona Jr.


5-20-15

