

**P150002264853**

## Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H15000226485 3)))



H150002264853ABC0

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 617-6381

## From:

Account Name : CORP USA  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION  
GEM INCORPORATED**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

15 SEP 22 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 SEP 22 AM 8:52

FILED

10092

Electronic Filing Menu

Corporate Filing Menu

Help



September 22, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORP USA

SUBJECT: GEM INCORPORATED  
REF: W15000062531

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

FAX Aud. #: H15000226485  
Letter Number: 715A00019899

FILED  
15 SEP 22 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

6

H15000226485

**ARTICLES OF INCORPORATION  
OF  
GEM3 INCORPORATED**

The undersigned, acting as incorporator of GEM3 INCORPORATED under the Florida General Corporation Act adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation is GEM3 INCORPORATED

**ARTICLE II COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

**ARTICLE III PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 3211 Ponce De Leon Blvd., Suite 301  
Coral Gables, Fl. 33134

**ARTICLE IV DURATION**

The corporation will exist perpetually.

**ARTICLE V PURPOSE**

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

Law Office of Fernando Pomares, P.A. 12002 SW 128<sup>th</sup> Ct. Suite 104  
Miami, Fla. 33186 Florida Bar Number- 088341

**ARTICLE VI AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at this time is 1000 shares of Class A common stock, having par value of .001 cent per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares

**ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 12002 SW 128<sup>th</sup> Ct. Suite 104 Miami, Fla. 33186 and the name of the corporation's initial registered agent at the address is Fernando Pomares Esq.

I HEREBY accept duties and responsibilities as Registered Agent.

  
\_\_\_\_\_  
Fernando Pomares, Esq.

**ARTICLE VIII INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one(1) or more than five (5): The name and street address of the initial director is:

**Name**

Gina E. Milton- President / Director

**Address**

3211 Ponce De Leon Blvd., Suite 301

Coral Gables, Fl. 33134

**ARTICLE IX MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors The name and street addresses of the original shareholders are:

**Name**

Gina E. Milton

**Address**

3211 Ponce De Leon Blvd., Suite 301

Coral Gables, Fl. 33134

**ARTICLE X INCORPORATOR**

The name and street address of the incorporator is:

**Name**

Gina E. Milton

**Address**

3211 Ponce De Leon Blvd., Suite 301

Coral Gables, Fl. 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins

#### **ARTICLE XI CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### **ARTICLE XII BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors

#### **ARTICLE XIII BYLAWS / ARTICLES**

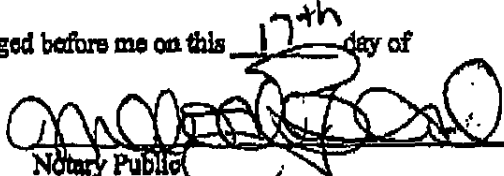
The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, undersigned incorporator has executed these Articles of  
Incorporation this 17<sup>th</sup> day of September, 2015.

  
Gina E. Milton, President

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

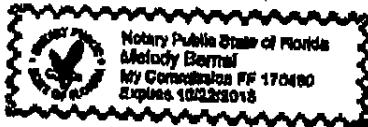
The foregoing instrument was acknowledged before me on this 17<sup>th</sup> day of  
September, 2015 by Gina E. Milton.

  
Notary Public  
State of Florida Large

☒ Personal knowledge  
☐ Produced identification  
Type of identification: DL

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GEM INCORPORATED in the foregoing Articles of  
Incorporation, I hereby agree to accept service of process for said Corporation and to comply  
with any and all Statutes relative to the complete and proper performance of the duties of  
registered agent.



FERNANDO POMARES, ESQ. AS  
REGISTERED AGENT

By:

  
Fernando Pomares

FILED  
15 SEP 22 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

415000226485