# Florida Department of State

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# FLORIDA PROFIT/NON PROFIT CORPORATION HIALEAH PRODUCTS FOREIGN SALES, INC.

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# ARTICLES OF INCORPORATION OF

HIALEAH PRODUCTS FOREIGN SALES, INC. (In compliance with Chapter 607, Florida Statutes)

#### Article I. Name

The name of the corporation shall be Hialeah Products Foreign Sales, Inc. (the "Corporation").

### Article II. Principal Office

The initial principal place of business and mailing address of the Corporation shall be 2207 Hayes Street, Hollywood, FL 33020.

#### Article III. Purpose

The Corporation is organized to:

- qualify and conduct business as a domestic international sales corporation within the
  meaning of Part IV of Subchapter N of the U.S. Internal Revenue Code of 1986 as
  currently in effect or as hereafter amended (or the equivalent provisions of any
  subsequent revenue laws) (the "Code") and the rules and regulations promulgated
  thereunder; and
- engage in any and all lawful business, together with any lawful powers and privileges
  incidental thereto, so far as such powers and privileges are necessary or convenient to
  the conduct, promotion, or attainment of the business or purposes of the Corporation
  and are consistent with the continued qualification of the Corporation as a domestic
  international sales corporation within the meaning of Part IV of Subchapter N of the
  Code and the rules and regulations promulgated thereunder.

#### Article IV. Capital Stock

The authorized number of shares of stock of the Corporation is 5,000 shares of common stock having \$1.00 par value per share. Except as otherwise provided by law or this Certificate of Incorporation, the holders of common stock shall have full voting rights and powers to vote on all matters submitted to stockholders of the Corporation for vote, consent or approval, and each holder of common stock shall be entitled to one vote for each share of common stock held of record by such holder. Shares of the common stock may be issued from time to time as the Board of Directors shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors. No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the

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Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series.

## Article V. Initial Directors/Officers

The name and address of the initial directors and officers are:

Richard Lesser

President, Treasurer and Director

2207 Hayes Street Hollywood, FL 33020

Kathy Lesser

Secretary and Director

2207 Hayes Street Hollywood, FL 33020

#### Article VI. Initial Registered Agent and Street Address

The name and Florida street address of the Initial registered agent of the Corporation is Michael Schwager, Esq., Alhambra Towers, 121 Alhambra Plaza, 10th Floor, Coral Gables, FL 33134.

#### Article VII. Incorporator

The name and address of the incorporator of the Corporation is Michael Schwager, Esq., Alhambra Towers, 121 Alhambra Plaza, 10th Floor, Coral Gabies, FL 33134.

#### Article VIII. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law. In addition, to the extent permitted by law, the Corporation shall fully indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, sult or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Corporation may advance expenses (including attorneys' fees) incurred by a director or officer in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such director or officer is not entitled to indemnification and such other terms and conditions as the Board of Directors deems appropriate. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

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## Article IX. Effective Date and Duration

The effective time and date of these Articles of Incorporation shall be at the time of and on the date of filing with the Florida Department of State, State of Florida. The duration of the Corporation is perpetual.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Michael Schwager, Registered Agent	November 25, 2015
Michael Schwager, Incorporator	November 25, 2015