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**ARTICLES OF INCORPORATION
- OF -
RICARDO J. MARTIN, P.A.**

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THIS INSTRUMENT PREPARED BY:
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1200 BRICKELL AVENUE, SUITE 1900
MIAMI, FLORIDA 33131
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-OF-

RICARDO J. MARTIN, P.A.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional service corporation pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Act and the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is RICARDO J. MARTIN, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Professional Service Corporation and Limited Liability Act and the and the Florida Business Corporation Act, shall include but not be limited to the rendering of professional real estate and brokerage services.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$.10 each and are of the same class and are to be common shares.

FIFTH: No shares of stock shall be issued to anyone other than an individual duly licensed as a real estate Broker as defined by §475 Florida Statutes, or such other person authorized to hold shares in this Corporation as authorized by §475 Florida Statutes.

No shareholder of the Corporation may sell or transfer his shares except to another individual duly licensed by the Florida Bar to render services as an attorney. The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose or at the organizational meeting, and shall be fully-paid and non-assessable at the time it is issued.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the director(s) of the Corporation. Stock in other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall not be on such basis and for such consideration and the issuance of such amount of the capital stock as the director(s) may decide.

SIXTH: The holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to

subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: A director of the Corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise; and, in the absence of actual fraud, no transaction or contract of the Corporation shall be void or voidable by reason of the fact that any director or any firm or corporation of which any director is a member is in any way interested in such transaction or contract, provided that the fact that such director or firm is interested in the transaction or contract is disclosed to the Corporation, and that such transaction or contract is authorized, ratified or approved either (1) by vote of the majority of a quorum of the Board of Directors or of the executive committee, if any, without counting in such majority any director so interested or who is a member of a firm or corporation so interested; or (2) by vote at a stockholders' meeting of the holders of record of the majority of all the outstanding shares of stock of the Corporation then entitled to vote or by writing or writings signed by a majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all of the stockholders; and no director or firm or corporation of which a director is a member shall be liable to account to the Corporation for any profits realized from or through any such transaction or contract. Nothing in this paragraph contained shall create any liability in the events above mentioned or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

EIGHTH: The Corporation shall indemnify each director and officer of the Corporation against all or any portion of the expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an officer or director of the Corporation (whether or not he continued to be an officer or director at the time of incurring such expenses). Such expenses shall include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with the view to curtail the cost of litigation, except that no sums shall be paid in connection with any such settlement unless the Corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such officer or director. The Corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, nor with respect to any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion and in no event shall anything herein contained be so construed as to protect or authorize the Corporation to indemnify any such director or officer against any liability to the Corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification is cumulative and shall not be exclusive of any and all other rights to which any director or officer may be entitled as a matter of law.

NINTH: The address of the initial registered agent of the Corporation in the State of Florida is RICARDO J. MARTIN and the name of the initial registered agent of the Corporation at such address is 303 3rd Avenue South, Lake Worth, Florida 33460.

TENTH: The initial mailing address and principal place of business of the Corporation

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1. The manner and method in which directors may be elected;
2. Any limitation upon the transferability or assignability of the stock;
3. The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock;
4. Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, in duplicate, a written instrument signed by the persons who originally created such Stockholders' Agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of such Stockholders' Agreements) consenting to the revocation, cancellation and/or amendment of agreements among stockholders. No stockholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of his stock.

TWELFTH: The number of directors constituting the Initial Board of Directors of the Corporation is one (1) which may be increased by the by-laws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

NAME _____

RICARDO J. MARTIN

ADDRESS

303 3rd Avenue South
Lake Worth, Florida 33460

THIRTEENTH: The name and address of the incorporator is:

NAME

RICARDO J. MARTIN

ADDRESS

303 3rd Avenue South
Lake Worth, Florida 33460

FOURTEENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

Signed on January ____, 2016.

RICARDO J. MARTEN, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

By: _____

RICARDO J. MARTIN

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