

P1600015562

Florida
Div
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.

((H16000040258 3)))



H160000402583ABC-

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 : ROBERT N. ALLEN, JR., P.A.
Account Number : 073324000622
Phone : (305)372-3300
Fax Number : (305)379-7018

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

Email Address: taquilar@robertallenlaw.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
CJT.AG. USA INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

16 FEB 17 AM 9:20

Fax Audit Number: H16000040258 3

**ARTICLES OF INCORPORATION
OF
C.IT.AG. USA INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is C.IT.AG. USA INC.

**ARTICLE II
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III
Authorized Capital and Shares**

Number of Authorized Shares. The Corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share (the "Shares").

**ARTICLE IV
Addresses**

The Corporation's mailing and principal place of business address is: 1441 Brickell Ave., Suite 1400, Miami, FL 33131.

**ARTICLE V
Registered Office and Agent**

The address of the Corporation's initial registered office is: 1441 Brickell Avenue, Suite 1400, Miami FL 33131, and the name of the initial registered agent at such office is Robert Allen Law

**ARTICLE VI
Indemnification**

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is

Fax Audit Number: H16000040258 3

16 FEB 17 AM 9:20

Fax Audit Number: H16000040258 3

or was a director of the Corporation; (ii) is or was a Shareholder of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Corporation and each director and Shareholder of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

Fax Audit Number: H16000040258 3

Fax Audit Number: H16000040258 3

ARTICLE VII Directors and Officers

Section 1. Officers and Directors. The initial officers and directors of the Corporation are:

Title: President, Director
Pignata, Alfredo
1441 Brickell Ave., Suite 1400
Miami, FL 33131

Section 2. Restrictions on Officers' Power and Authority. It is the intention of the Board of Directors that, subject to the supervision, general direction and authority of the Board of Directors, and the specific provisions of these Articles, and the Corporation's Bylaws, the Corporation's officers shall manage the day-to-day business operations of the Corporation as prescribed more specifically in the Corporation's Bylaws. The Corporation's officers may include, without limitation, a Chairman of the Board, Chief Executive Officer, President, Vice-President, Treasurer, and Secretary. Any person may hold more than one (1) officer position and there may be multiple persons with the same title. The authority of such officers and the specific duties and limitations of each officer shall be as specified in duly adopted resolutions of the Board of Directors from time to time, or the Bylaws. Officers shall serve a term of one (1) year, or until a qualified successor is appointed according to the procedure set forth herein and in the Bylaws. The Board of Directors shall appoint all the officers of the Corporation pursuant to the procedures established in the Corporation's Bylaws. The Corporation's initial officers will be as set forth above.

Section 3. Limited Liability. To the fullest extent permitted by the Florida Business Corporation Act (as such law currently exists or may hereafter be amended so long as any such amendment authorizes action further eliminating or limiting the personal liabilities of directors), a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII Severability

If any provision or provisions of these Articles of Incorporation will be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, then, to the fullest extent permitted by applicable law, the validity, legality and enforceability

Fax Audit Number: H16000040258 3

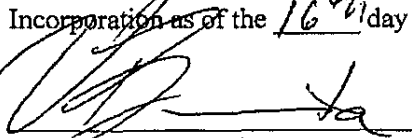
Fax Audit Number: H16000040258 3

of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby.

ARTICLE IX
Incorporator

The name and address of the incorporator of the Corporation is Umberto Bonavita, Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 16th day of February, 2016.


Umberto Bonavita, Incorporator
Robert Allen Law

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 16th day of February, 2016.

Robert Allen Law

By:


Umberto Bonavita, President

Fax Audit Number: H16000040258 3

02-16-16;07:01PM;From:

To: 8506176381

: 3053797018

8 / 6

Fax Audit Number: H16000040258 3

Preparer:

Umberto Bonavita, Esq.

Florida Bar No. 0632791

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

Miami, FL 33131

Phone (305) 372-3300

Fax: (305) 379-7018

Fax Audit Number: H16000040258 3