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September 29, 2016

FLORIDA DEPARTMENT OF STATE E-FILE, FOWLER WHITE BURNETT P.A. Division of Corporations

SUBJECT: 55 ALMERIA, INC. REF: W16000067114

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.

The document number of the name conflict is L16000158983 - 55 ALMERIA LLC.

If you have any further questions concerning your document, please call (850) 245-6052.

Sylvia Gilbert Regulatory Specialist II New Filing Section FAX Aud. #: E16000241549 Letter Number: 516A00020991

P.O BOX 6327 - Tallahassee, Florida 32314

09/29/2016 THU 15:02 FAX

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# Fowler White Burnett

Brickell Arch Fourteenth Floor 1395 Brickell Avenue Miami, Florida 33131

2003/007

www.fowler-white.com

Richard A. Wood 305.789.9200 (305) 728-7551 fax rwood@fowler-while.com

September 29, 2016

Ms. Sylvia Gilbert Regulatory Specialist II - New Filing Section Division of Corporation VIA FAX (850)617-6381

## Re: 55 Almeria, Inc. Fax Aud. # H16000241549 Ref: W16000067114

Dear Ms. Gilbert:

Please be advised, the new corporate entity being formed above is an affiliated entity of 55 Almeria, LLC, under Document No. L16000258983 (the "LLC"). The new corporate entity is being created, as the LLC was dissolved on September 28, 2016 and the name is hereby released.

Should you have any questions, please feel free the undersigned at your earliest convenience.

Very truly yours,

FOWLER WHITE BURNETT, P.A.

inform of bet and

Richard A. Wood

Enclosure

Audit No. 11160002415493

## **ARTICLES OF INCORPORATION**

# OF

## 55 ALMERIA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

## ARTICLEI

#### Name

The name of the corporation is: 55 ALMERIA, INC.

## ARTICLE II

#### Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

## ARTICLE III

#### Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$0.001 per share.

#### ARTICLE IV

#### Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

#### ARTICLE V

#### <u>Address</u>

The principal office and mailing address of the corporation is:

7501 S.W. 174<sup>th</sup> Street Palmetto Bay, FL 33157 တ

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# ARTICLE VI

# Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, and the initial registered agent of the corporation at that address is Richard A. Wood, Esq.

## ARTICLE VII

#### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (l) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director 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, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indermification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the 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, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VIII

#### Incorporator

The name and street address of the incorporator signing these Articles is:

Name Richard A. Wood <u>Address</u> 1395 Brickell Avenue, 14<sup>th</sup> Floor Miami, Florida 33131 2005/007

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#### ARTICLE IX

#### Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until a successor is elected or appointed and has qualified, whichever occurs sooner, is as follows:

Name

#### Address

Edward A. Swakon

7501 S.W. 174<sup>th</sup> Street Palmetto Bay, FL 33157

#### ARTICLE X

## <u>Officers</u>

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

Name	Address	<u>Title</u>
Edward A. Swakon	7501 S.W. 174 <sup>th</sup> Street Palmetto Bay, FL 33157	President, Secretary and Treasurer

Audit No. HH16000241549 3

# ARTICLE XI

#### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this <u>28</u><sup>\*\*</sup> day of September, 2016.

Richard A. Wood

Incorporator

# CERTIFICATE DESIGNATING REGISTERED AGENT

# AND REGISTERED OFFICE

In accordance with Chapter 48.091. Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

#### DESIGNATION

55 ALMERIA, INC., desiring to organize under the laws of the State of Florida, hereby designates Richard A. Wood, Esq. as its registered agent and 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, as its registered office.

## ACCEPTANCE

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my dutics, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent

Richard A. Wood

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