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FLORIDA PROFIT/NON PROFIT CORPORATION
ASCUGASI MIAMI, INC.

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ARTICLES OF INCORPORATION

The undersigned Incorporator for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

ASCUGASI MIAMI, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. This includes, but is not limited to production, manufacture, distribution, importation and exportation of food and food products, all facets and activities related to import and export of such food products, as well as the purchasing, buying/selling, commercialization and any other negotiation or commercial transaction related to food products of diverse types and categories, perishable or not, fresh or frozen, as well as necessary raw materials, operation of restaurants, food outlets fixed or mobile and any other service related to food services to the public. The corporation may also represent domestic and foreign enterprises in any commercial activity, able to undertake any activity related or not with its principal objective, which is not to be considered a limitation of any kind. The Corporation may also undertake any and all activities related to establishing and operating franchises.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of a par value of \$ 1.00 per share.

Holders of common stock are entitled to one vote per share, and there shall be no cumulative Voting. Holders of all common stock classes shall have pre-emptive rights to subscribe to the Corporation's securities.

ARTICLE IV

INITIAL CAPITAL

The amount of initial capital with which the Corporation shall begin business shall not be less One Thousand Dollars (\$1,000.00)

The Corporation may elect, from time to time, to increase the amount of such Capital as may be deemed appropriate by a majority of the Shareholders.

Such increases in Capital, as well as any indebtedness, loans, promissory notes or other similar obligations that may be acquired by the Corporation, as well as any distribution of Dividends or Investments that are greater than \$ 10,000 shall be authorized only upon the unanimous approval of 100% of the Shareholders.

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BEGINNING OF CORPORATION EXISTENCE

ARTICLE V

The date when this corporation commences shall be January 16, the time of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI
TERMS OF EXISTENCE**

This corporation shall exist perpetually, unless dissolved or terminated as set for in the Corporation's by laws or by operation of law.

**ARTICLE VII
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 12265 SW 99 St, Miami, Florida 33186.

ARTICLE VIII

DIRECTORS

The corporation shall have two Directors. The number of Directors may be increased or decreased from time to time as set forth in The By-laws adopted by the Corporation's shareholders.

ARTICLE IX

NAME OF DIRECTORS AND SHAREHOLDERS

Until and unless otherwise removed as set forth in the Corporation's By Laws, the Corporation's Directors shall be and remain as follows:

FARO CUSUMANO
c/o ASOCIACION CULTURAL GASTRONOMICA SICILIANA
ASCUGASI
Av Navari
Qta. Maporal
Colinas de Bello Monte
Caracas, Venezuela

(SHAREHOLDER)

Manuel I. Pena
12265 SW 99 St
Miami, Florida 33186

(SHAREHOLDER)

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**ARTICLE X
NAME OF OFFICERS**

Until and unless otherwise removed as set forth in the Corporation's By Laws, the Corporation's Officers shall be and remain as follows:

President: FARO CUSUMANO
ASOCIACION CULTURAL GASTRONOMICA SICILIANA
ASCUGASI

Vice President: Manuel I. PENA

**ARTICLE XI
CONTRIBUTION AND OWNERSHIP PERCENTAGES
NON COMPETE AGREEMENT
DISTRIBUTION OF DIVIDENDS**

The persons listed below have made the following contributions to the corporation on or before January 17, 2017 and are therefore entitled to the indicated ownership percentages in the corporation:

Name: FARO CUSUMANO
ASOCIACION CULTURAL GASTRONOMICA SICILIANA
ASCUGASI
Amount : US \$ 999.00
Type of Contribution : In Kind
Participation percentage: 99%

Name : MANUEL I. PENA
Amount : US \$ 1.00
Type of Contribution: In Kind
Participation Percentage : 1%

Any transfer of ownership of shares in the Corporation shall be subject to first being offered to existing shareholders, who shall have the right of first refusal.

The Shareholders of the Corporation shall be permitted to sell or transfer ownership of shares of the Corporation after one year has elapsed from the date of the registration of the Corporation. At and or after such time, the value of such shares shall be based on the profits of the corporation for the previous twelve month period immediately preceding the date of proposed sale or transfer of ownership.

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Any interested shareholder wishing to acquire such shares shall have a maximum of ninety days (90) to complete the sale and transfer of ownership, dated from the date such shares are officially offered for sale or transfer, as reflected in the Corporate books and minutes of the Corporation.

If any Shareholder transfers ownership of his/her shares in the Corporation and is thereafter no longer associated with the Corporation, such shareholder expressly agrees that he/she will not engage in any business or commercial activity which directly or indirectly competes with or in any manner is substantially similar to or diminishes the standing or value of the Corporation for a period of five (5) years, commencing on such date as ownership of shares is duly acquired by another shareholder.

The Corporation shall distribute annually to the Shareholders a minimum of twenty five percent (25%) of the profits of the Corporation, at such specific time and manner as will be advised by the President of the Corporation.

**ARTICLES XII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent is:

Amparo Silva Pena
12265 SW 99 St.
Miami, Florida 33186

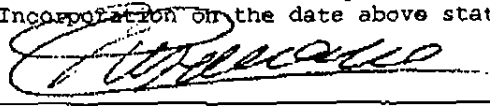
**ARTICLES XIII
INCORPORATOR**

The name and street address of the incorporator to these Article of Incorporation is


FARO CUSUMANO
ASOCIACION CULTURAL GASTRONOMICA SICILIANA
ASCUGASI
Av Neveri
Qta. Maporal
Colinas de Bello Monte
Caracas, Venezuela

(SHAREHOLDER)

IN WITNESS WHEREOF, The parties hereto have executed these Articles of Incorporation on the date above stated.



FARO CUSUMANO
President



MANUEL I. PENA
Vice President

The undersigned Registered Agent is familiar with the duties and responsibilities as Registered Agent.



AMPARO SILVA PENA
Registered Agent

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