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Curtis B. Hunter, Esq. Shareholder

Phone: (305) 260-1043 Fax: (305) 260-1042

CHunter@bplegal.com

121 Alhambra Plaza, 10th Floor Coral Gables, Florida 33134

October 2, 2017

#### Via Overnight Mail

Florida Division of Corporations 2661 Executive Center Circle Tallahassee, Florida 32301

Re: Isa Couture Fabrics, Inc.

Dear Representative:

Enclosed for filing are the following documents:

- 1. Affidavit of Isa Baez, owner if Isa Couture Fabrics, Inc., now dissolved.
- 2. Articles of Incorporation of Isa Couture Fabrics, Inc., a new entity, with an effective date of September 29, 2017.
- 3. Check number 0375 in the amount of \$78.75 for the filing fee and certified copy.

Isa Couture Fabrics, Inc. (the "Initial Corporation") was a business incorporated by Isa Baez that never conducted business nor issued shares of stock. The Initial Corporation was voluntarily dissolved on September 28, 2017. Ms. Baez' grandson would like to use the Initial Corporation's name for the new entity filing. Accordingly, Ms. Baez, who attested that she has no intention of ever using the name again, signed the Affidavit so the name could be used immediately.

Please expedite the processing of the Affidavit, and filing of the new entity's Articles, with an effective incorporation date of September 29, 3017.

Thank you for your assistance. If you have any questions or need any additional information please advise.

Very truly yours.

Curtis B. Hunter

Enclosures

ACTIVE: C25082/385958:10171454-1

THIS INSTRUMENT PREPARED BY:

CURTIS B. HUNTER, Esq. Becker & Poliakoff, PA 121 Alhambra Piaza, 10<sup>th</sup> Floor Coral Gabies, Florida 33134 (305)262-4433

#### **AFFIDAVIT**

#### STATE OF FLORIDA, COUNTY OF MIAMI-DADE.

BEFORE ME, the undersigned authority, this day personally appeared ISA BAEZ, who upon being by me first duly sworn, deposes and says that:

- 1. Affiant has personal knowledge of all matters set forth in this Affidavit.
- 2. On February 3, 1982, Affiant incorporated Isa Couture Fabrics, Inc. (the "Corporation"), by filing Articles of Incorporation with the Florida Secretary of State, document number F62072.
  - 3. The Corporation never conducted business subsequent to incorporation.
- 4. Affiant filed Articles of Dissolution with the Florida Sccretary of State on September 28, 2017, dissolving the Corporation.
- 5. Affiant is 86 years of age, retired, and has no intention of ever using the corporate name "Isa Couture Fabrics, Inc." again.

FURTHER AFFIANT SAYETH NOT.

Isa BAEZ

SWORN TO and subscribed before me, by ISA BAEZ, under oath and personally known to me, on this \_\_\_\_\_\_ day of September, 2017.



My Commission Expires:

#### ARTICLES OF INCORPORATION

**OF** 

## 17 OCT -3 PM 4: 33

#### ISA COUTURE FABRICS, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

#### ARTICLE I.

#### Name

The name of the Corporation shall be Isa Couture Fabrics, 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.

#### ARTICLE III.

#### Stock

The authorized capital stock of the Corporation shall consist of 7,500 shares of Common Stock with a par value of \$1.00 (one dollar) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

#### ARTICLE IV

#### Capital Structure

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

#### ARTICLE V

#### Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### ARTICLE VI

#### Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Curtis B. Hunter 121 Alhambra Plaza, 10<sup>th</sup> Floor Coral Gables, Florida 33134

#### ARTICLE VII

#### Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

17 OCT -3 PM 4: 33

#### ARTICLE VIII

### Address of Registered Office, Registered Agent and Principal Office

The address of the principal office of the Corporation in the State of Florida shall be 200 NE 30<sup>th</sup> Street, Miami, Florida 33137. The name and address of the registered agent of the Corporation is Curtis B. Hunter, 121 Alhambra Plaza, 10<sup>th</sup> Floor, Coral Gables, Florida 33134. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### ARTICLE IX

#### Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

#### ARTICLE X

#### Initial Board of Directors

The initial Board of Directors shall consist of two (2) members. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

Jason R. Castro 12921 SW 81st Street

Miami, Florida 33183

Jaqueline Raventos Castro 12921 SW 81st Street

Miami, Florida 33183

#### ARTICLE XI

#### Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

#### ARTICLE XII

#### Transactions in Which Directors

#### Or Officers Are Interested

- (a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:
- (1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

- (2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.
- (b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XIII

#### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable

ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

- (b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer 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 that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.
- (c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this

article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### ARTICLE XIV

#### Financial Information

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XV

17 OCT -3 PM 4: 33

<u>Amendment</u>

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### ARTICLE XVI

#### Effective Date

The effective date of the incorporation of the Corporation shall be September 29, 2017.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 2<sup>nd</sup> day of October, 2017.

CURTIS B. HUNTER

STATE OF FLORIDA COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Curtis B. Hunter, to me personally known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 2<sup>nd</sup> day of October, 2017.

NOTARY PUBLIC

My commission expires:

ANA M. SUAREZ

MY COMMISSION & FF 985844

EXPIRES: June 29, 2020

Bonded Thru Notary Public Underwriters

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.0501, the following is

submitted:

Isa Couture Fabrics, Inc., desiring to organize as a corporation under the laws of the State

of Florida, has designated 121 Alhambra Plaza, 10th Floor, Coral Gables, Florida 33134, as its

initial Registered Office and has named Curtis B. Hunter located at said address, as its initial

Registered Agent.

By: CURTISB. HUNTER

\_Incorporator

Having been named Registered Agent for the above stated corporation, at the designated

Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with

the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

ACTIVE: 10171167\_1