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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

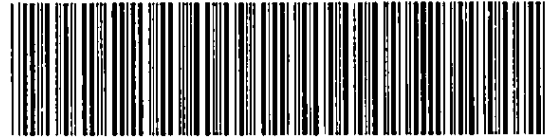
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13/2019

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Trans-Oceanic Life

Insurance Company of America.

Signature _____

Requested by:

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

Y Cert. Copy _____

____ Photo Copy _____

X Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

APPROVED

Tolic/FloridaOIR/CertofAuth/TOLICofAmerica/ArtIncorp 2019-10-31

NOV 14 2019
CORRECTED

Docketed by: 

ARTICLES OF INCORPORATION
OF
TRANS-OCEANIC LIFE INSURANCE COMPANY OF AMERICA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is TRANS-OCEANIC LIFE INSURANCE COMPANY OF AMERICA.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country, including by example and without limitation engaging in insurance activities and business permitted by law or, if applicable, as authorized by any government body or agency including the following lines of insurance in the State of Florida: group life and annuities and accident and health.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

This corporation shall have initially five directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with the Florida Statutes, as now and hereinafter amended.

ARTICLE VI - INITIAL DIRECTORS

The name and address of the initial directors of the first Board of Directors are:

Nicolas Touma c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	Humberto Tapia c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134
Milton Burgos c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	Edrick Touma c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134
Yamirrah D. Valle c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:

Nicolas Touma c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	Humberto Tapia c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134
Milton Burgos c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	Edrick Touma c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134
Yamirrah D. Valle c/o Post & Romero LLC 804 South Douglas Road, Suite 365 Coral Gables, Florida 33134	

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE X - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares

represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office and mailing address is located in Orange County, Florida as follows:

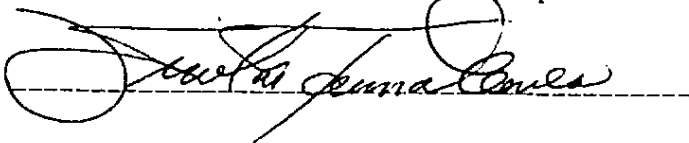
8240 Exchange Drive
Suites Cloud 1, 2, and 3
Orlando, Florida 32809

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 1 day of November, 2019.

TO BE EXECUTED IN TRIPPLICATE ORIGINALS

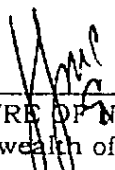
Nicolas Touma - as authorized representative



COMMONWEALTH OF PUERTO RICO)
CITY OF SAN JUAN) ss.

Affidavit # 17485

Before me, the undersigned notary, duly authorized to take acknowledgments and administer oaths, personally appeared NICOLAS TOUMA, married resident of San Juan, Puerto Rico, of legal age, and known to me to be the individual that subscribed this document. Having acknowledged before me that he freely executed this document in the Commonwealth of Puerto Rico in the capacity therein stated, and is hereby SWORN TO AND SUBSCRIBED before me in the Commonwealth of Puerto Rico on this 1 day of November, 2019.


SIGNATURE OF NOTARY PUBLIC
Commonwealth of Puerto Rico

Print Name: José A. Melina Cachó

Commission: For Life

4019-00468828

RECIBO



Sello



Sello de Asistencia
80004-2019-1101-JOS

Humberto Tapia - as authorized representative

COMMONWEALTH OF PUERTO RICO)
CITY OF SAN JUAN) ss.

Affidavit # 171493

Before me, the undersigned notary, duly authorized to take acknowledgments and administer oaths, personally appeared HUMBERTO TAPIA, married, resident of Orlando, Florida, of legal age, and known to me to be the individual that subscribed this document. Having acknowledged before me that he freely executed this document in the Commonwealth of Puerto Rico in the capacity therein stated, and is hereby SWORN TO AND SUBSCRIBED before me in the Commonwealth of Puerto Rico on this 1 day of November, 2019.

SIGNATURE OF NOTARY PUBLIC
Commonwealth of Puerto Rico

Print Name: José A. Melina Carbo

4018-04184916

RECIBO



Milton Burgos - as authorized representative

MilBurgos

COMMONWEALTH OF PUERTO RICO)
CITY OF SAN JUAN) ss.

Affidavit # 17,480

Before me, the undersigned notary, duly authorized to take acknowledgments and administer oaths, personally appeared MILTON BURGOS, married, resident of San Juan, Puerto Rico, of legal age, and known to me to be the individual that subscribed this document. Having acknowledged before me that he freely executed this document in the Commonwealth of Puerto Rico in the capacity therein stated, and is hereby SWORN TO AND SUBSCRIBED before me in the Commonwealth of Puerto Rico on this 1 day of November 2019.

1019-00797048

RECIBO



Sello



SIGNATURE OF NOTARY PUBLIC
Commonwealth of Puerto Rico

Print Name: José A. Molina Cacho

Edrick Touma - as authorized representative



COMMONWEALTH OF PUERTO RICO)
CITY OF SAN JUAN) ss.

Affidavit # 17,490

Before me, the undersigned notary, duly authorized to take acknowledgments and administer oaths, personally appeared EDRICK TOUMA, married, resident of San Juan, Puerto Rico, of legal age, and known to me to be the individual that subscribed this document. Having acknowledged before me that he freely executed this document in the Commonwealth of Puerto Rico in the capacity therein stated, and is hereby SWORN TO AND SUBSCRIBED before me in the Commonwealth of Puerto Rico on this 1 day of November, 2019.

RECIBO
4018-04184919

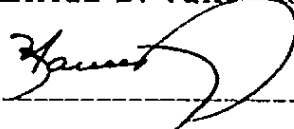
Sello



SIGNATURE OF NOTARY PUBLIC
Commonwealth of Puerto Rico

Print Name: José A. Medina Cacho

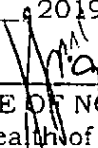
Yamirrah D. Valle as authorized representative



COMMONWEALTH OF PUERTO RICO)
CITY OF SAN JUAN) ss.

Affidavit # 17,484

Before me, the undersigned notary, duly authorized to take acknowledgments and administer oaths, personally appeared YAMIRRAH D. VALLE, married, resident of San Juan, Puerto Rico, of legal age, and known to me to be the individual that subscribed this document. Having acknowledged before me that she freely executed this document in the Commonwealth of Puerto Rico in the capacity therein stated, and is hereby SWORN TO AND SUBSCRIBED before me in the Commonwealth of Puerto Rico on this 1 day of November, 2019.



SIGNATURE OF NOTARY PUBLIC
Commonwealth of Puerto Rico

Print Name: José A. Molina Caeho

4019-00468827

RECIBO



Sello de Asistencia Legal
80004-2019-1101-30052105

C E R T I F I C A T E
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted.

First - that Trans-Oceanic Life Insurance Company of America desiring to organize under the laws of the State of Florida with its principal office located at:

8240 Exchange Drive
Suites Cloud 1, 2, and 3
Orlando, Florida 32809

located in Orange County, Florida

has named Chief Financial Officer, located at Florida Department of Financial Services, 200 East Gaines Street, Tallahassee, FL 32314-6200 as its agent to accept service of process within this State.

Second- that the Uniform Certificate of Application (UCAA)-Uniform Consent to Service of Process has been filed with the Florida Department of Financial Services.