

6/14/2020

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Arsenio Body Shop Corp

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Articles of Incorporation

Arsenio Body Shop, Corp.



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Articles of Incorporation
of
Arsenio Body Shop, Corp.

ARTICLE I – NAME

The name of the Corporation is Arsenio Body Shop, Corp., (hereinafter, "Corporation").

ARTICLE II – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida with the intent to profit.

ARTICLE III – PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida shall be located at:

Principal Office
4045 W 9 VTL
Hialeah, FL 33012.

Located in the County of Miami Dade and the mailing address shall be:

Principal Office
4045 W 9 VTL
Hialeah, FL 33012.



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ARTICLE IV – INCORPORATOR

The name and street address of the incorporator of this Corporation is Arsenio Diaz Lopez whose address shall be the same as the mailing address of the principle office of the Corporation.

ARTICLE V – OFFICERS

The officers of the Corporation shall be:

President: Arsenio Diaz Lopez

Whose addresses shall be the same as the principle office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Arsenio Diaz Lopez

ARTICLE VII – CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is 1000 Shares of common stock, each share having the par value of One Dollar (\$1.00).

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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ARTICLE VIII – SUB – CHAPTER S CORPORATION

The corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once this Corporation has elected to be and S-Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE IX – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a Shareholder’s Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - VOTING RIGHTS

Shareholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XII - LIABILITIES FOR DEBTS

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.



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ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV – 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 Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV – INITIAL REGISTERED AGENT

The Registered Agent of the Corporation shall be:

Arsenio Diaz Lopez.
4045 W 9 VTL
Hialeah, FL 33012.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of June in the year 2020

DocuSigned by:

Arsenio Diaz Lopez

Arsenio Diaz Lopez, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Arsenio Diaz Lopez, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

DocuSigned by:

Arsenio Diaz Lopez

Arsenio Diaz Lopez, Registered Agent

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Arsenio Body Shop, Corp.

Minutes of the First Meeting of the Board of Directors

The initial meeting of the Board of Directors of the Corporation was held at the office of the accountants of the corporation, on the 3rd of June of 2020, with the initial meeting of shareholders of the Corporation.

The Directors and officers present elected Arsenio Diaz Lopez as the temporary chairman and nominated and elected and acted as such until relieved by the President, same being Arsenio Diaz Lopez

The Chairman then presented and read to the meeting a Waiver of Notice of meeting, subscribed by all of the Directors of the Corporation.

Upon a motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Chairman be requested to cause the same to be spread at length upon the minutes.

The Chairman then stated that nominations for officers of the Corporation were in order. The following persons were nominated and thereupon elected to the position opposite their names to serve until their successors are elected and qualified:

Officer/Director Detail	
Name	Title
Arsenio Diaz Lopez	President

The President, Vice President, Secretary and Treasurer thereupon assumed their respective offices.

The Chairman then stated that it was advisable to issue immediately certain shares of stock of the Corporation's common stock at its par value, none of which are issued and outstanding. Thereupon, the following resolution was adopted:

RESOLVED, that the officers of the Corporation are hereby authorized to issue at this time, shares of the authorized capital stock of the Corporation to the following:

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Shareholder Name & Address	Shares
Arsenio Diaz Lopez	100%

The following resolution was unanimously adopted:

RESOLVED, that the President and Treasurer be authorized, empowered and directed to open a bank account and to deposit therein all funds of the Corporation, payable on said account to be made in the corporate name and that a copy of the printed form of the bank resolution be appended to the minutes of this meeting.


The President then presented and read the minutes of the first meeting of shareholders of this Corporation, and the same were, on motion duly made, seconded and unanimously carried, in all respects ratified and adopted by this Board of Directors.

The President then presented and read to the meeting the Bylaws adopted at said meeting of the shareholders and made a part of the minutes, and on motion duly made, seconded and unanimously carried, the same were, in all respects, ratified, confirmed and approved as and for the Bylaws of the said Corporation.

On motion duly made, seconded and carried, the President was directed to designate such agents for service of process as the President may deem advisable from time to time, and to file with the Office of the Secretary of State, State of Florida, immediately and thereafter as required, the appropriate certificates designating the offices and agent or agents for service of process on this Corporation, and further to file copies of the same as a part of these minutes.

On a motion duly made, seconded and carried, the Treasurer was directed to pay from the corporate funds the expense of organizing the Corporation, approval of payment being given to the bill of Accountants for the Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

DocuSigned by:


 Arsenio
 President

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*Beato, Pimentel, & Associates P.A.*Public Accountants
Israel Beato Alfredo Beato

Phone (305) 994-7276

Fax (305) 675-2247

Dear Entrepreneur of Arsenio Body Shop, Corp.,

A **corporation** is a legal entity, created by statute with all the rights, privileges and responsibilities of a natural person; possessing the attributes of limited liability, centralized management, continuity of life and transferability of interest.

Any entity that transacts business in Florida as a corporation is required by Florida Statutes to file documents of incorporation or authorization with the Division and pay the filing fee.

Each year after the initial filing, all corporations must file a Uniform Business Report and pay the filing fee between January 1 and May 1. Failure to file a Uniform Business Report will result in administrative dissolution of the corporation and loss of authorization to transact business as a corporation in Florida.

Supplies such as minute books, stationery, stock certificates and corporate seals are available through our office. There are no laws requiring corporations to obtain any of these. Some financial institutions and title companies require a corporate seal on documents signed by a corporation and are within their rights to do so.

Two of the most popular types of corporations are the traditional C Corporation and the more restrictive Sub Chapter S corporation. With a C corporation, the corporation rather than individuals pays taxes and assumes liabilities. Florida has a 5.5% corporate tax.

An Sub Chapter S corporation, on the other hand, allows up to 100 shareholders to share income and expenses and to report them on their individual income tax returns.

It is a good idea to check with our offices before deciding on a particular legal structure. There are no "one size fits all" rules to follow in making the choice. Our offices will look at your own financial and business circumstances when helping you decide on the right choice.

Included in our corporate filing is **form SS-4** which we have filed with the Internal Revenue Service and we have received your corporate Federal Employer Identification Number (EIN).

The city clerk or county tax collector should have information on occupational licenses. Fees vary by type of business and location. Many municipalities now make the forms available online.

Arsenio Body Shop, Corp.



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How to maintain your company active with the Florida Division of Corporation:

What is an annual report? The annual report is not a financial statement. The report is used to update or confirm the Florida Department of State, Division of Corporations' records. The data displayed on the entity's online annual report form is the most current data on file with the Division of Corporations. An annual report must be filed each year for your business entity to maintain an "active status" with the Department of State. The annual report is required whether you need to make changes or not.

When is the annual report due? The report is due by May 1st of each year. A \$400 late fee will be imposed on all profit corporations, limited liability companies, limited partnerships, and limited liability limited partnerships which fail to file their annual reports on or before May 1st. Not for profit corporations are not subject to the \$400 late fee. If paying by check or money order, the payment voucher and check or money order must be postmarked and mailed on or before May 1st.

How much does it cost to file an annual report? If the report is filed by May 1st, the annual report filing fee is as follows: \$150 for a profit corporation; \$61.25 for a not for profit corporation; \$138.75 for a limited liability company; and \$500 for a limited partnership or limited liability limited partnership. A \$400 late fee will apply to profit corporation, limited liability company, limited partnership and limited liability limited partnership annual reports filed after May 1st. Not for profit corporations are not subject to the \$400 late fee.

Can the \$400 late fee be waived or abated? There is no provision to abate or waive the \$400 late fee. Section 607.193(2)(b), F.S., was repealed during the 2010 Legislative Session. All business entities, except non-profit corporations, must pay the \$400 late fee if their annual report is filed after May 1st, even if the business entity did not receive its annual report filing notices.

What happens if I don't file the annual report? Failure to file an annual report by the 3rd Friday of September will result in the administrative dissolution or revocation of the business entity on our records at the close of business on the 4th Friday of September. Administratively dissolved or revoked entities may be reinstated by submitting the appropriate reinstatement application and the appropriate fees due this office at the time the entity applies for reinstatement. Names of administratively dissolved or revoked business entities are made available to other parties after one calendar year.

Do I still need to file an annual report if the business entity has closed? Do not file the annual report unless you wish to keep the business entity active on our records.