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**FLORIDA PROFIT/NON PROFIT CORPORATION  
NOBLEWALT, INC.**

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**Articles of Incorporation  
of  
NOBLEWALT, INC.  
a Florida Corporation**

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of Florida Business Corporation Act of Florida (Act).

**Article One  
Name**

The name of the Corporation is NOBLEWALT, INC.

**Article Two  
Registered Agent**

**Section 2.01 Registered Agent and Registered Office**

The Corporation's initial Registered Office address in the State of Florida is: 500 S. Dixie Highway, Suite 304, Coral Gables, Florida 33146.

The name of the Corporation's initial Registered Agent at that office is Law Offices of Deeb & Deeb, P.A..

**Section 2.02 Registered Agent Consent**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Dated: December 21, 2020.

*Kevin L. Deeb*

Law Offices of Deeb & Deeb, P.A., Registered Agent

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### **Article Three**

#### **Principal Address and Mailing Address**

The Corporation's Principal Address and Mailing Address is:

5145 NE 18 Terrace  
Fort Lauderdale, Florida 33308

### **Article Four**

#### **Stock**

The total number of shares of stock that the Corporation has authority to issue will be 1000 shares of Common Stock of the par value of \$1 per share, all of one class.

### **Article Five**

#### **Stock Transfer Restrictions**

Except as otherwise provided in the Bylaws or in a separate agreement among the Shareholders, no Shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

### **Article Six**

#### **Preemptive Shareholder Rights**

The preemptive right of a Shareholder to acquire additional shares is affirmed.

### **Article Seven**

#### **Incorporator**

The name and residence of the Incorporator is as follows.

Name:

Jed D. Walters

Address:

5145 NE 18 Terrace  
Fort Lauderdale, Florida 33308

## **Article Eight**

### **Board of Directors and Officers**

The Board of Directors will have two Directors.

The names of the Directors are:

Eusebio C. Noblefranca  
5145 NE 18 Terrace  
Fort Lauderdale, Florida 33308 and

Jed D. Walters  
5145 NE 18 Terrace  
Fort Lauderdale, Florida 33308

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of Shareholders, at which time the Shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

The Corporation shall have a minimum of two Officers, a President and a Secretary. The names and offices of the initial Officers of the Corporation are:

Eusebio C. Noblefranca	President
5145 NE 18 Terrace	
Fort Lauderdale, Florida 33308 and	

Jed D. Walters	Secretary
5145 NE 18 Terrace	
Fort Lauderdale, Florida 33308.	

## **Article Nine**

### **Limitations on Authority of Board of Directors**

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the Shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid:

- A. Issuing shares of stock of any class now or later authorized, or any securities exchangeable for, or convertible into such shares, warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares.
- B. Redeeming shares of its own stock, or purchasing or otherwise acquiring its own shares.
- C. Purchasing, other than in the ordinary course of business, property and assets at a cost equal to or greater than 50% of the Corporation's net worth as reflected on the balance sheet most recent to the date of the purchase.
- D. Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- E. Amending the Corporation's Bylaws.
- F. Amending these Articles of Incorporation.

## **Article Ten**

### **Duration**

The Corporation's duration is perpetual.

## **Article Eleven**

### **Purposes**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

## **Article Twelve**

### **Release from Personal Liability**

A Director will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **Article Thirteen**

### **Indemnification**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **Article Fourteen**

### **Power to Enact, Amend, and Repeal Bylaws**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

These Articles of Incorporation have been signed on December 21, 2020.

*Jed D. Walters*  
Jed D. Walters, Incorporator