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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SIERRA PROPERTY INVESTMENTS, INC.**

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**Articles of Incorporation  
of  
SIERRA PROPERTY INVESTMENTS, 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 SIERRA PROPERTY INVESTMENTS, INC.

**Article Two  
Principal Office and Mailing Address**

The initial street address and mailing address of the corporation's principal office is: 12235 SW 43 Street, Miami, Florida 33175

**Article Three  
Registered Agent**

**Section 3.01 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 3.02 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 18, 2020.

LAW OFFICES OF DEEB & DEEB, P.A.

By: Kevin L. Deeb  
Kevin Deeb, President, Registered Agent

## **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:

Address:

William G. de la Sierra

12235 SW 43 Street  
Miami, Florida 33175

## **Article Eight Board of Directors**

The Board of Directors will have one Director.

The name of the Director is: William G. de la Sierra.

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.

## **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 a unanimous vote 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. Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- D. Amending the Corporation's Bylaws.
- E. Amending these Articles of Incorporation.

## **Article Ten Officers**

The initial Officers of the Corporation shall consist of President, Vice-President, Treasurer and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial officers are:

President:	William de la Sierra 12235 SW 43 Street Miami, Florida 33175
Vice President:	Denise Cano 12235 SW 43 Street Miami, Florida 33175
Secretary and Treasurer:	Deborah Milan 12235 SW 43 Street Miami, Florida 33175

## **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 or Officer will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director or Officer, except liability for the amount of 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 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 18, 2020.

*William G. de la Sierra*

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William G. de la Sierra, Incorporator