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From:

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# FLORIDA PROFIT/NON PROFIT CORPORATION ALMA COMMUNICATIONS CORP

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# **ARTICLES OF INCORPORATION**

OF.

# **ALMA COMMUNICATIONS, CORP**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Charter 607 of the Florida Statutes.

#### **ARTICLE I**

# Name of Corporation

The name of the Corporation is Alma Communications, Corp.

## **ARTCLE II**

# **Physical and Mailing Address**

The address of the principal office of this Corporation shall be:

1538 Harrington Park Drive, Jacksonville Florida 32225 and the mailing address shall be:

3425 North West 14th Street, Miami FL 33125

## ARTICLE III

## **Nature of Business**

The Corporation shall engage in any activity or business permitted under the laws of the United State and of The State of Florida.

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#### **ARTICLE IV**

#### Common Stocks

Each share of common stock shall be entitled to one vote on all matters submitted to a vote of the shareholders. Each share of common stock shall be entitled to share equally in dividends declared and paid by the corporation from legally available funds. In the case of voluntary or involuntary liquidation, distribution, or sale of assets, dissolutions or winding up of the corporation holders of the common stock are entitled to receive a pro rata share of the amount distributed.

The number of shares of stocks that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of ONE CENT (\$ 0.01).

#### **ARTICLE V**

## Initial Officer and/or Directors

The number of Directors shall consist of not less than one nor more than thirteen number, the exact number of which shall be fixed from time to time in accordance with the bylaws of the corporation.

The initial officer and Directors of the Corporation are:

President: Angelica Consiglio Castanheira

Whose mailing address shall be 848 Brickell Avenue PH-5, Brickell Plaza, Miami, Florida 33131

Vice President: Arturo Eduardo Arriagada Castro

Whose mailing address shall be 848 Brickell Avenue PH-5, Brickell Plaza, Miami, Florida 33131

Secretary: Luis Avellaneda Ulloa

Whose mailing address shall be 848 Brickell Avenue PH-5, Brickell Plaza, Miami, Florida 33131

Treasurer: Mayra F. Hernandez with

Whose mailing address shall be 848 Brickell Avenue PH-5, Brickell Plaza, Miami, Florida 33131

#### **ARTICLE VI**

# Subscriber

The names of these Articles of Incorporation and the numbers of shares of the \$ 1.00 par value common stock which they agree to take is as follows:

Angelica Consiglio Castanheira - 30 % of Shares

Arturo Arriagada - 30% of Shares

Luis Avellaneda - 30% of Shares

Mayra F. Hernandez - 10% of Shares

#### **ARTICLE VII**

# **Shareholder Votes on Certain Matters**

- a) The affirmative vote of a majority of all the shares of common stock outstanding and entitled to vote shall be required approved any of the following:
  - i) Any merger or consolidation of the corporation with or into any other corporation except in the case of a merger into the corporation of a subsidiary of the corporation 90% or more of which does not require a vote of shareholders of either corporation pursuant to the laws of the state of Florida.
  - ii) Any share exchange in which a corporation, person, or entity acquires the issued or outstanding shares of stock of this corporation pursuant to a vote stockholder of the corporation.
  - iii) Any sale, lease, exchange, or other transfer of all, or substantially all, of the assets of this corporation to any other corporation, person or entity; or
  - iv) Any amendment to this article of incorporation.

Such affirmative votes shall be in lieu of the vote of shareholders otherwise required by law.

b) Shareholder approval shall be required for all matters requiring shareholder approval by any applicable listing requirements of the securities exchange or exchanges on which securities issued by the corporation are listed.

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#### **ARTICLE VIII**

# Registered Office and Registered Agent

The initial address of Registered office of this Corporation is Pomares Accounting Solutions, LLC., located at 3425 Northwest 14<sup>th</sup> Street, Miami, Florida 33125. The name and address of the registered agent of this corporation is Pomares Accounting Solutions, LLC; 3425 Northwest 14<sup>th</sup> Street, Miami FL 33125.

#### **ARTICLE IX**

#### Incorporator

The name and address of the incorporator of this Corporation is:

Ivon Pomares 3425 NW 14<sup>TH</sup> ST Miami, Florida 33125.

### **ARTICLE X**

## **Effective Date**

These Articles of incorporation shall be effective immediately upon approved of the Secretary of State, State of Florida.

#### **ARTICLE XI**

#### Amendment

The company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subjects to this reservation.

From: Ivon Pomares

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

Ivon Pomàres, Incorporator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Pomares Accounting Solutions, LLC; having a business office identical with the registered office of the Company named 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.

Pomares Accounting Solutions, LLC

ivon Poniares, Member.