

9/29/21, 11:44 AM

Division of Corporations

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Spalaciop Corp

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**ARTICLES OF INCORPORATION OF
SPALACIOP CORP.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, and compliance with Chapter 607 and Chapter 621, Florida Statutes hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **SPALACIOP CORP.**

ARTICLE II - PURPOSE OF CORPOATION

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The physical business and mailing address of this corporation shall be:

11941 SW 190th ST.
Miami, FL 33177

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 per value common stock

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Samuel H. Palacio	11941 SW 190 th ST Miami, FL 33177	President

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

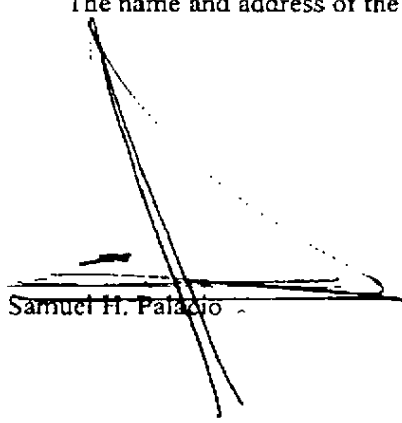
The name and Florida street address of the initial registered agent is:

Samuel H. Palacio
11941 SW 190th ST
Miami, FL 33177

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Samuel H. Palacio
11941 SW 190th ST
Miami, FL 33177



Samuel H. Palacio

September 28, 2021
Date

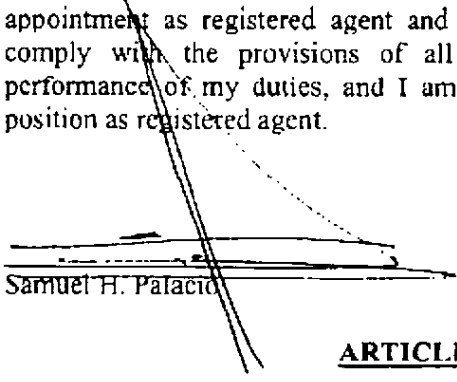
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ACKNOWLEDGMENT:

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 I am familiar with and accept the obligations of my position as registered agent.


Samuel H. Palacio**ARTICLE VIII - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - 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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

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3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

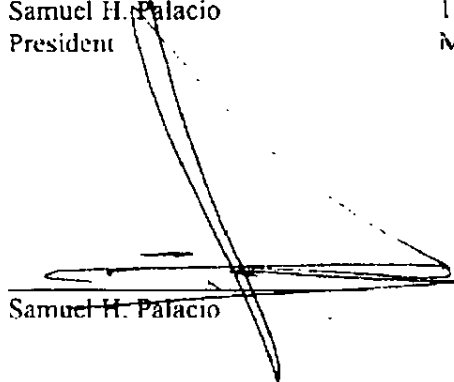
ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIV - SHAREHOLDERS

This corporation shall have one (1) shareholder. The name and address of the shareholder is:

NAME	ADDRESS	SHARES
Samuel H. Palacio President	11941 SW 190 TH ST Miami, FL 33177	100%


Samuel H. Palacio

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