

P 22000088498

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

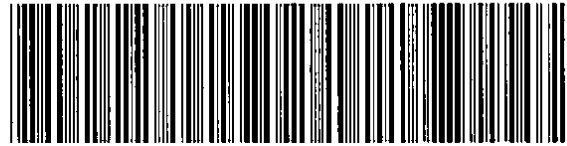
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer.

Office Use Only



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S. CHATHAM  
DEC - 2 2022

SECRETARY OF STATE  
UNIVERSITY MICROFILMS  
22 NOV 22 PM 6:00

RECEIVED  
2022 NOV 22 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 22, 2022

SUNSHINE CORPORATE COMPLIANCE

SUBJECT: SAINT JOSEPH GROUP, INC.  
Ref. Number: W22000145685

**CORRECTED**  
Please Allow For  
Same File Date

We have received your document for SAINT JOSEPH GROUP, INC.. However, the document has not been filed and is being returned for the following:

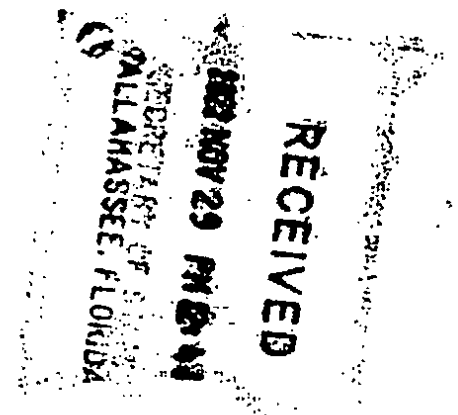
The Articles of Domestication must have the date the company was first formed and organized in the British Virgin Islands.,

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham  
Regulatory Specialist II  
New Filing Section

Letter Number: 422A00026057



**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/22/2022

**\*\*WALK IN\*\***

ENTITY NAME SAINT JOSEPH GROUP, INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$120.00

ACCOUNT #: I20160000072

*S R J/10*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**Articles of Domestication  
Foreign Corporation Domesticating to Florida**

The undersigned, Mauro Razuk, Director  
(Name) (Title)

of Saint Joseph Group Inc., a foreign  
corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of  
Domestication.

1. Then name of the domesticating corporation is Saint Joseph Group Inc.  
(Foreign Corporation)

2. The jurisdiction and date of its formation is British Virgin Islands January 15, 1999

3. The name of the domesticated corporation is Saint Joseph Group Inc.

4. The jurisdiction of formation of the domesticated corporation is **Florida**

5. The domestication corporation is a foreign corporation and the domestication was  
approved in accordance with its organic law.

6. Attached are Florida Articles of Incorporation to complete the domestication  
requirements pursuant to s.607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.

  
(Authorized Signature)

RECORDED  
FEB 11 1999  
FBI 4:00

**ARTICLES OF INCORPORATION**  
**IN COMPLIANCE WITH CHAPTER 607, F.S.**

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

Saint Joseph Group Inc.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

Principal Address

808 Brickell Key Drive, Miami, FL 33331

Mailing Address

Juncal 1378, of. 808, Montevideo, Uruguay

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

To pursue business opportunities in the state of Florida.

**ARTICLE IV SHARES**

THE NUMBER OF SHARES OF STOCK IS: 50,000

**ARTICLE VI REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

Incorporating Services, Ltd.

1540 Glenway Drive

Tallahassee, FL 32301

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 AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Melissa A. Moran  
Signature/Registered Agent

11/21/2022  
Date

RECORDED  
11/21/2022 PM 4:00

**ARTICLE V DIRECTORS AND/ OR OFFICERS**

**THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:**

Name & Title: Fernando Razuk, Director  
Address: RUA AFONSO BRAZ, Nº 251 APT. 181  
City of SAO PAULO State of SAO PAULO  
Postal code 04511-010, Brazil

Name & Title: Mauro Razuk, Director  
Address: RUA AFONSO BRAZ, Nº 251 APT. 181  
City of SAO PAULO State of SAO PAULO  
Postal code 04511-010, Brazil

Name & Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
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Name & Title: \_\_\_\_\_  
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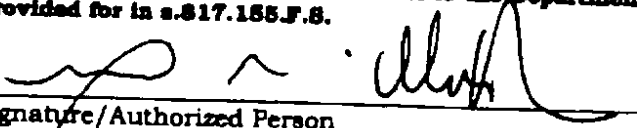
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**I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155.F.S.**

  
Signature/Authorized Person

\_\_\_\_\_  
Date

00000022 000000  
00000022 000000

**WRITTEN RESOLUTION OF THE DIRECTORS**

**OF**

**SAINT JOSEPH GROUP INC.**

THE UNDERSIGNED, being all the Directors of **SAINT JOSEPH GROUP INC.** ("the Company"), a Company organized as a British Virgin Islands Business Company under the laws of the British Virgin Islands hereby consents to the adoption of the following resolutions taken without a meeting, this Instrument to have the same force and effect as if the action herein referred to had been taken at a timely called and duly held meeting of the Board of Directors of the Company and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Company:

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**IT WAS NOTED THAT:**

1. The Company was organized as a BVI Business Company under the laws of the British Virgin Islands pursuant to the BVI Business Companies Act, 2004 (as amended), on January 15<sup>th</sup>, 1999, registered with the number 308782.
2. The sole Member and the directors of the Company consider it to be in the commercial interests of the Company to continue as a company incorporated under the laws of the State of Florida, USA and discontinue its incorporation under the laws of British Virgin Islands in accordance with the provisions of Section 184 of the BVI Business Companies Act 2004 (as amended) (the "Act") and subject to the provisions of the Florida Statutes, namely section 607.11920 and 607.11922.
3. The laws of the state of Florida permit the continuation of BVI Business Companies from the British Virgin Islands to Florida, as per above. Furthermore, the sole Shareholder has approved the continuation in Florida, and there is no restriction in the Memorandum and Articles of the Company.
4. In order for the Company to continue as company according to the Florida Statutes, the Company's registered agent in the British Virgin Islands namely, PMA Trust (BVI) Ltd. (the "**Registered Agent**") would following completion of the continuation in the state of Florida pursuant to section 607.11922, item b (the "**Continuation**") need to file a notice of discontinuance in the approved form with the Registrar of Corporate Affairs in the British Virgin Islands (the "**Registrar**") pursuant to Section 184(3) of the Act together with the Certificate of Domestication issued by the state of Florida Registrar pursuant to the Florida statutes.
5. The Company will continue its incorporation as a corporation, with \$50,000 in authorized share capital, and with shares having a par value of US\$ 1.00 each and as **SAINT JOSEPH GROUP INC.** under the laws of the state of Florida and upon continuation the registered office of the Company shall be 1540 Glenway Drive, Tallahassee, FL 32301 USA.

**IT IS RESOLVED THAT:**

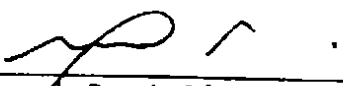
1. In accordance with Section 184(1) of the Act and Regulation and no prohibition to continuance in a foreign jurisdiction of the Articles of Association of the Company, the Company be and is authorized to continue as a company incorporated under the laws of the state of Florida, in accordance with the provisions of the Act, and subject to the provisions of the statutes of the state of Florida.

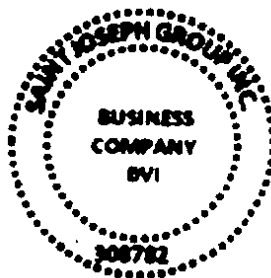
FILED  
IN THE OFFICE OF THE  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE 11TH JUDICIAL  
CIRCUIT IN FLORIDA  
TALLAHASSEE, FLORIDA  
JAN 15 2004  
CLERK OF THE CIRCUIT COURT

2. Subject to the Company's application for continuance in the state of Florida being granted by the Registrar, the Domestication (the "**Continuation**"), the memorandum and articles of association of the Company be substituted in its entirety by the Articles of Domestication and bylaws and the Articles of Domestication and bylaws Continuation be adopted, approved and ratified in all respects and for all purposes with effect from November 10<sup>th</sup>, 2022.
3. The Company be and is hereby authorised to continue its incorporation as **SAINT JOSEPH GROUP INC.** under the laws of the state of Florida with the registered office of the Company being 1540 Glenway Drive, Tallahassee, FL 32301 USA upon Continuation.
4. The directors of the Company, or any other person or persons as may be authorized by the directors of the Company, be and is authorized to sign any and all documents and to do any and all acts necessary or useful, in his or her discretion, to give effect to the foregoing resolutions.
5. The Registered Agent of the Company in the British Virgin Islands be and is hereby authorized to do any and all things necessary in order to give effect to the foregoing resolutions including the filing of all documents with the Registrar of Corporate Affairs in the British Virgin Islands which for avoidance of doubt includes the notice of discontinuance in the approved form and Certificate of Domestication issued by the Registrar of the state of Florida pursuant to the Florida statutes.
6. Any of the foregoing matters that have been done on or before the date hereof be and are hereby adopted, ratified, confirmed and approved in all respects.
7. These written resolutions may be executed in counterpart and each counterpart shall be deemed to be an original and which counterparts when taken together shall constitute one and the same instrument.
8. To ratify that the Company has no charges outstanding and filed under section 163 of the BVI Business Companies Act and continues to be liable for all claims, debts, liabilities that existed prior to the continuation of the Company in the state of Florida. Furthermore that the Company is in good standing in the British Virgin Islands.

Dated this 10<sup>th</sup> day of November, 2022.

  
Mauro Razuk, Director

  
Fernando Razuk, Director



FILED  
2022 NOV 10  
11:40:00



**IN THE MATTER OF THE CONTINUATION UNDER FOREIGN LAW OF**

**Saint Joseph Group Inc.  
308782**

**THE BVI BUSINESS COMPANIES ACT, 2004, SECTION 184**

**DECLARATION**

We, Fernando Razuk and Mauro Razuk of Rua Afonso Braz, nr. 251, City of São Paulo, State of São Paulo, Postal Code 04511-010, Brazil, being the directors of Saint Joseph Group Inc. do solemnly and sincerely declare that the laws of the British Virgin Islands permit the continuation of the Company and that the Company has complied with those laws.

We make this declaration conscientiously believing it to be true.

  
\_\_\_\_\_  
Fernando Razuk

  
\_\_\_\_\_  
Mauro Razuk

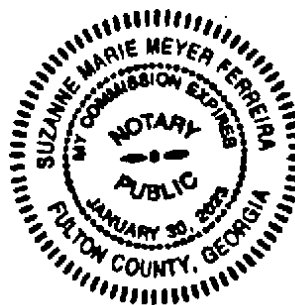
DECLARED at São Paulo, Brazil

This day 10<sup>th</sup> day of November, 2022

Before me:

Notary, County of Fulton, Georgia

  
SUZANNE MARIE MEYER FERREIRA



22 NOV 22 PM 1:00  
SUZANNE MARIE MEYER FERREIRA