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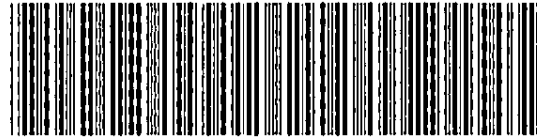
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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Rock Sound Private Equities Trust, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Deborah Mackey
Name (Printed or typed)

12801 SW 147 Terrace Rd
Address

Miami, FL 33186
City, State & Zip

242-427-1868
Daytime Telephone number

Debbs58@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
ROCK SOUND PRIVATE EQUITIES TRUST INC.**

I, the undersigned subscribe to these Articles of Incorporation, a natural person competent to contract; hereby form a corporation under the laws of the State of Florida.

**Article I
Corporation Name**

The name of this professional service corporation is **ROCK SOUND PRIVATE EQUITIES TRUST INC.** The said address is **12801 SW 147 TERRACE ROAD, MIAMI, FLORIDA 33186.**

**Article II
Nature of Business**

The general nature of business to be engaged in by this corporation is to engage in trust and investment planning services. Corporation will also provide offshore trust services, IBC's, investment services, and Paymaster services. Company would also raise capital for clients seeking new ventures and business opportunities. This corporation will buy and sell real estate for its own purpose to make a profit for its stockholders. Company will purchase dilapidated properties, rehab, and resell. Company will purchase newly constructed spec homes, to resell to the general public for the benefits of its corporation. This company may also engage in joint projects with construction companies, private real estate investment companies, other individuals desiring to develop communities, and rehab communities, for a benefit to its stockholders. This company will not sell property for individuals or individual business owners. This corporation will operate specifically in Miami, Florida but not limited to Miami-Dade County or the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges or ownership, including the right to vote such stock.

ARTICLE III STOCK

The maximum number of shares of stock that the corporation is authorized to issues is 50,000 at a par value of four (\$3.00) dollars per share.

A. Shareholder of the corporations shall have the preemptive right to acquire their pro rata share of stock of the corporation and for all issues of the one class of common stock of the corporation and for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to: case, other property, services, acquisition of other corporations, shares, or property through the merger or extinguishments of debts. Preemptive rights shall apply to the resistance of all redeemed or otherwise acquired shares, including the resistance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders,

C. No issue of stock of the corporation shall take place unless the shareholders of the corporation shall unanimously approve the price at which the stock is to be issued,

D. There shall be no more than five (5) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, association, or partnerships.

ARTICLE IV RESTRICTION ON TRANFER OF SHARES

No shareholder shall have the right or power to pledge, sell, or otherwise dispose of, except by will any share or shares of this company without first offering the said share or shares for sale to the company and shareholders at the then book value.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The initial location of the principal office of this corporation is Miami, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The said address is **12801 SW 147 TERRACE ROAD, MIAMI, FLORIDA 33186**

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ARTICLE VII DIRECTORS

The business affairs of the corporation shall be conducted by a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the by-laws of the corporation. The shareholders may designate in the by-laws for the deletion of the office for the Vice president. Directors need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VIII INITIAL DIRECTORS

The names and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

| Name | Address |
|---------------------------|--|
| President: DEBORAH MACKEY | 12801 SW 147 TERRACE ROAD, MIAMI, FLORIDA 33186 |

ARTICLE IX INCORPORATOR

The name and address of the initial incorporate is as follows:

| Name | Address |
|----------------|--|
| DEBORAH MACKEY | 12801 SW 147 TERRACE ROAD, MIAMI, FLORIDA 33186 |

ARTICLE X REGISTERED AGENT

The initial designation of registered agent office of this corporation shall be pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. The said address is **12801 SW 147 TERRACE ROAD, MIAMI, FLORIDA 33186**

The name of the registered agent is Deborah Mackey.


 ROCK SOUND PRIVATE EQUITIES INC.
 DEBORAH MACKEY

**ARTICLE XI
AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

**ARTICLE XII
CUMULATIVE VOTING**

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice in writing must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting, for the electing of directors that said shareholder intending to cumulate his vote at said election.

**ARTICLE XII
SECTIONS 1244**

The corporation and the shareholders hereof shall be subject to section 1244 of the United States Internal Revenue Code.

**ARTICLE XIV
INDEMNIFICATION**

The corporation shall indemnify an officer or Board Member, if any, to the full extent permitted by law as to those acts done in the furtherance of a legitimate corporate purpose.

WITNESS WHEREOF, DEBORAH MACKEY, the incorporate, has hereunto set his hand and seal this 3rd day of December, 2022.



DEBORAH MACKEY

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand official seal in the County and State named above, this

3rd December 2022

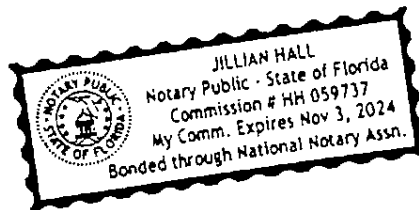
Jillian Hall

NOTARY PUBLIC

My Commission Expires:

☒ Personally Known

☐ Provided Identification



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