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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**GUAVA ACQUISITION CORP**

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**ARTICLES OF INCORPORATION  
OF  
GUAVA ACQUISITION CORP**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be Guava Acquisition Corp (the "Corporation").

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: SHARES**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000, all of which shall be common stock with a par value of \$0.01 per share.

**ARTICLE VII: INITIAL DIRECTORS**

The initial board of directors of the Corporation shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. Each director shall hold office until the earlier to occur of: (i) the next annual shareholders' meeting at which such director's successor is elected by the affirmative vote of the shareholders holding at least a majority of the issued and outstanding shares; (ii) such director's removal in accordance with the Corporation's bylaws; or (iii) such director's resignation. Any vacancy occurring in the board of directors, or any directorship to be filled by reason of an increase in the number of directors, may be filled (i) by an election at an annual or special meeting of shareholders called for that purpose; or (ii) subject to the requirements of the FBCA, by written consent in lieu of an annual or special meeting.

The names and addresses of the individuals who will serve on the initial board of directors are:

Pedro Amaro, 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126

Oscar Vila, 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126

William Alberni, 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126

Guillermo Cardona, 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126

**ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 201 Alhambra Circle, Suite 702, Coral Gables, Florida 33134, Attention: Oscar Vila. The name of the initial registered agent of the Corporation at that office is Vila, Padron & Diaz, P.A.

**ARTICLE IX: INCORPORATOR**

The name and street address of the Corporation's incorporator are:

Oscar Vila, 1200 NW 78<sup>th</sup> Avenue, Suite 400, Doral, Florida 33126

## ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the FBCA, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the FBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the FBCA, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board deems appropriate.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

## ARTICLE XI: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

VILA, PADRON & DIAZ, P.A.

By: [Signature]  
Name: Oscar Vila  
Title: Director

Mar 6, 2023

Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

[Signature]  
Oscar Vila (MAR 6, 2023 15:07 EST)  
Oscar Vila, Incorporator

Mar 6, 2023

Date