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(Business Entity Name)

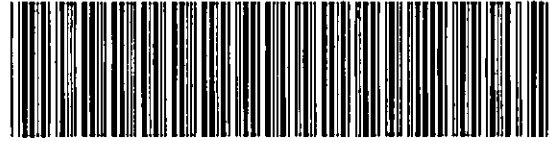
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W230000 20275

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2023 FEB 14 4:53

February 14, 2023

DINO VALENTINI  
19656 CASA VERDE WAY  
ESTRO, FL 33967

SUBJECT: VDC MANAGEMENT INC.  
Ref. Number: W23000020275

We have received your document for VDC MANAGEMENT INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L20000031360.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

ARCEDRA JOHNSON  
Regulatory Specialist II

Letter Number: 223A00003523

**ARTICLES OF INCORPORATION**  
**For Profit**

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

**Corporate Name**

1. The name of the corporation is Valentini Asset Recovery Inc. (the "Corporation").

**Purpose**

2. The Corporation is formed for the purpose of wholesale of Liquidation goods and the management of such companies.

**Duration**

3. The duration of the Corporation is perpetual.

**Registered Office and Registered Agent**

4. The street address of the initial registered office is 19656 Casa Verde Way, Estero, Florida, 33967. The name of the initial Registered Agent at this Registered Office is Dino Valentini.

**Street Address of the Principal Office**

5. The street address of the principal office is 19656 Casa Verde Way, Estero, Florida, 33967. The mailing address of the principal office is the same as the street address.

**Initial Director**

6. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who will serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below:

Name / Title	Address	City	State	Zip Code
Dino Valentini. President	19656 Casa Verde Way	Estero	Florida	33967

**Authorized Capital**

7. The aggregate total number of all shares that the Corporation is authorized to issue is 100.

**Class A Shares**

8. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 Class A shares and those shares will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

**Restrictions on Transfer and Other Rules**

9. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

**Preemptive Rights**

10. The Corporation elects to remove from shareholders the right to preemptively subscribe to any or all future issues of shares in the Corporation.

**Amend or Repeal Bylaws**

11. Bylaws may be adopted, amended, or repealed only with the approval of the outstanding shares.

**Cumulative Voting**

12. In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

**Limitation of Liability**

13. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

**Effective Date of Filing**

14. This document will become effective on the date of filing.

**Consent of Appointment by Registered Agent**

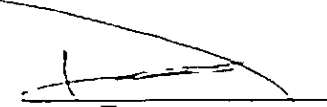
15. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's

Signature:

Printed Name:

Date:

  
\_\_\_\_\_  
Diana Webster  
March 16 / 2023

**Incorporator**

16. The name and address of the incorporator of Valentini Asset Recovery Inc. are set out below.

Name	Address	City	State	Zip Code
Dino Valentini	19656 Casa Verde Way	Estero	Florida	33967

**Execution**

17. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_.

BY:



Dino Valentini (Incorporator)

**Filer Contact Information**

18. In case of filing difficulties, please contact:  
Name of Filer: Dino Valentini  
Phone number: (905) 933-1234  
Address: 19656 Casa Verde Way, Estero, Florida, 33967  
E-mail Address: dinov@vdccanada.com