

P23000021320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

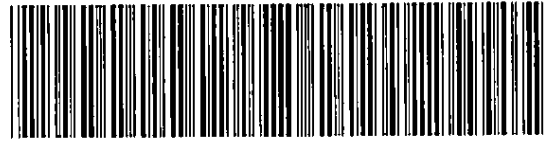
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100404173041

S. CHATHAM
MAR 22 2023

FILED

RECEIVED

2023 MAR 21 AM 11:22

2023 MAR 21 PM 3:50

SEAL SERVICE UNIT

ALL AMBASS



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 03/21/2023

Name: Merritt Walker

Reference #: 1939501

Entity Name: SAFO US INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other

Authorized Amount: \$70

Signature: mw

**ARTICLES OF INCORPORATION
OF
SAFO US INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is **SAFO US INC.**

**ARTICLE II
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III
Authorized Capital and Shares**

Section 1. Number of Authorized Shares. The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with \$0.01 par value per share (the "Shares").

**ARTICLE IV
Address**

The Corporation's mailing address and address of its principal office is: 1200 Brickell Ave., Suite 800#9, Miami, FL 33131.

**ARTICLE V
Registered Office and Agent**

The address of the Corporation's initial registered office is: 1200 Brickell Avenue, Suite 800#9, Miami FL 33131, and the name of the initial registered agent at such office is WEY, LLC.

**ARTICLE VI
Indemnification**

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of

2023 MAR 21 AM 11:22
SECRET
TALLAHASSEE
FILED

another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article will not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Corporation and each director and officer of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

FILED
2023 MAR 21 AM 11:22

ARTICLE VII
Directors and Officers

Section 1. Officer and Directors. The initial officers and directors of the Corporation are:

Title: Director, President, and Secretary
Elpidio Sacchi
1200 Brickell Avenue, Suite 800#9
Miami, FL 33131

Title: Director
Massimo Carosini
1200 Brickell Avenue, Suite 800#9
Miami, FL 33131

Title: Director
Francisco Romero Rodriguez
1200 Brickell Avenue, Suite 800#9
Miami, FL 33131

Title: Director and Treasurer
Flavio Edson Del Soldato
1200 Brickell Avenue, Suite 800#9
Miami, FL 33131

FILED
2023 MAR 21 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 2. Limited Liability. To the fullest extent permitted by the Florida Business Corporation Act (as such law currently exists or may hereafter be amended so long as any such amendment authorizes action further eliminating or limiting the personal liabilities of directors), a director 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. Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII
Severability

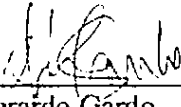
If any provision or provisions of these Articles of Incorporation will be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, then, to the fullest extent permitted by applicable law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or

unenforceable that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby.

ARTICLE IX
Incorporator

The name and address of the incorporator of the Corporation is Gherardo Gardo, WEY, LLC, 1200 Brickell Avenue, Suite 800#9, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 20th day of March 2023.



Gherardo Gardo
Incorporator
WEY, LLC

FILED
2023 MAR 21 AM 11:22
SECRETARY OF STATE
TALLahassee, FL

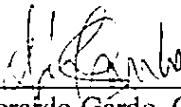
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 20th day of March 2023.

WEY, LLC

By: 

Gherardo Gardo, CEO