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FLORIDA PROFIT/NON PROFIT CORPORATION
BELLA LUNA ESTATES INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
BELLA LUNA ESTATES INC.
(a Florida corporation)**

Pursuant to Florida Statutes § 607.0202, the undersigned incorporator hereby submits the following Articles of Incorporation of **Bella Luna Estates Inc.** for the purpose of forming a corporation for profit under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act").

Article I.

Name

The name of the Corporation is "**Bella Luna Estates Inc.**" (the "Corporation").

Article II.

Purpose

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III.

Principal Office

The mailing address and street address of the principal office of the Corporation is

201 Alhambra Cir, Suite 500
Attn: M. Ancheta
Coral Gables, FL 33134

Article IV.

Officers & Directors

The Officer(s) of the Corporation shall be:

President: **Carlos Alberto Lopez**
Secretary: **Carlos Alberto Lopez**
Treasurer: **Carlos Alberto Lopez**

whose mailing addresses shall be the same as the principal office of the Corporation.

The Directors of the Corporation shall be:

Carlos Alberto Lopez

whose mailing addresses shall be the same as the principal office of the Corporation.

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Article V.
Registered Agent and Office

The name and Florida street address of the initial registered agent of the Corporation is:

Marian Ancheta, P.A.
201 Alhambra Cir, Suite 500
Coral Gables, FL 33134

Article VI.
Incorporator

The name and street address of the Incorporator of this Corporation is:

Marian Ancheta
201 Alhambra Cir, Suite 500
Coral Gables, FL 33134

Article VII.
Effective Date

These Articles of Incorporation shall be effective on August 1, 2023.

Article VIII.
Corporate Capitalization

8.1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having no par value per share.

8.2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

8.3. All holders of shares of common stock, upon the dissolution of the corporation, shall be entitled to receive the net assets of the Corporation.

8.4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

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8.5. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

8.6. The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article IX.

Shareholders' Restrictive Agreement

All of shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article X.

Term of Existence

This Corporation shall have perpetual existence.

Article XI.

Bylaws

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article XII.

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Article XIII.

Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or

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officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorneys' fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorneys' fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorneys' fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of a final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys' fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorneys' fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", or "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

These Articles of Incorporation are hereby executed by the Incorporator of the Corporation on August 1, 2023.



 Marian Ancheta
 Incorporator

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Acceptance of Appointment of Registered Agent

Marian Ancheta, P.A., having been designated as the Registered Agent to accept service of process for Bella Luna Estates Inc. at the place designated in these Articles of Incorporation, is familiar with and accepts the appointment as Registered Agent and agrees to act in this capacity.

MARIAN ANCHETA, P.A.

By: M. Ancheta
Marian Ancheta, President

Date: August 1, 2023

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