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# ARTICLES OF INCORPORATION OF EAST COMMERCIAL BOULEVARD HOLDINGS CORP., A FLORIDA CORPORATION

The undersigned (the "Incorporator"), who is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes, for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, hereby certifies that:

#### I. NAME:

The name of this corporation is East Commercial Boulevard Holdings Corp. (the "Corporation").

#### II. REGISTERED OFFICE & AGENT:

The registered office of the Corporation in the State of Florida shall be 100 Biscayne Boulevard, Suite 1607, Miami, Florida 33132.

The name of the registered agent of the Corporation in the State of Florida at such address is **Aaron Resnick**. **Esq.** 

#### III. PURPOSE; POWERS:

- A. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida and the United States of America.
- **B.** The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### IV. PRINCIPAL OFFICE:

The address of the principal office of the Corporation is 141 E. Commercial Boulevard, Fort Lauderdale, Florida 33334, and the mailing address is the same.

#### V. INCORPORATOR:

The name and the mailing address of the Incorporator is as follows:

Aaron Resnick, Esq. 100 Biscayne Boulevard Suite 1607 Miami, Florida 33132

#### VI. OFFICERS:

The initial officers of the Corporation shall be:



President: Drew Lauter
Secretary: Lawrence Berlyn
Treasurer: James Sivco

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

#### VII. DIRECTORS:

The initial directors of the Corporation shall be:

George French III Lawrence Berlyn Drew Lauter

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

#### VIII. CORPORATE CAPITALIZATION:

- A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is: (i) 10,000,000 shares of common stock, \$0.01 par value per share ("Common Stock"); and (ii) 5,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock").
- **B.** All holders of shares of Common Stock shall be identical with each other in every respect and the holders of Common Stock 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.
- **C.** All holders of shares of Common Stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- **D.** No holder of shares of stock of any class or type shall have any preemptive right to subscribe to or purchase any additional shares of any class or type, 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 or type, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- E. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class or type, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or type, 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. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such number of shares, such voting powers, full or limited, or without voting powers, and with such designation, preferences, and relative, participating, optional or other special rights, and qualifications, limitation or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation, or any amendment thereto.
- **F.** The Board of Directors of the Corporation may, by amended or 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.

#### IX. MANAGEMENT; DIRECTORS:

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of Directors which shall constitute the whole Board of Directors shall be fixed in the manner provided in the Bylaws.

#### X. SHAREHOLDERS' RESTRICTIVE AGREEMENT:

All of the 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.

#### XI. TERM OF EXISTENCE:

The Corporation shall have perpetual existence.

#### XII. REGISTERED OWNERS:

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### XIII. BYLAWS:

The Board of Directors of the Corporation shall have 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.

#### XIV. EFFECTIVE DATE:

The effective date of these Articles of Incorporation shall be the date on which the Secretary of State. State of Florida, approves these Articles.

#### XV. 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 Sharpholass in these Articles of Incorporation or any amendment hereto are granted subject to this reservation?

These Articles have been subscribed as of December 11, 2024 by the undersigned who affirms that the statements made herein are true and correct.

AARON RESNICK, ESQ.

Sole Incorporator