

P95000000236

Jomo B. Wynter
(Requestor's Name)
P.O. Box 612382
(Address)
N. Miami, FL 33161
(City, State, Zip) / (Phone #)

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***131.25 ***131.25

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Invincible Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

31 DEC 30 PM 1:17
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Invincible Corp.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Invincible Corp.
Name (printed or typed)
PO Box 612382
Address
N. Miami FL 33161
City, State & Zip
(305) 895-1264
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I- NAME

The name of the corporation shall be: **Invincible Corp.**

ARTICLE II- GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of One Dollar (\$1.00) each.

ARTICLE IV- INITIAL CAPITAL

This corporation shall begin with business with capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI- PRINCIPAL OFFICE

The principal place of business of this corporation shall be located at 663 N.E. 138th Street, N. Miami, FL 33161 and the mailing address of this corporation shall be PO Box 612382, N. Miami, FL 33161.

ARTICLE VII- DIRECTORS

The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from two members and not more than five members. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of this Corporation until their successors are elected or appointed.

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TALLAHASSEE, FLORIDA

The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-laws of the corporation.

The officers of this corporation may consist of a President, Vice-President of Accounts/Relations, Vice-President of Security and Operations, Vice-President Customer Service, Vice-President Oversees Operations and Special Consultant, Secretary and Treasurer, and such other officers and agent as may be provided for by the By-laws of this corporation, who shall be chosen, serve for such term, and have such duties as maybe prescribed for by such By-laws.

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided for by the By-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successor or successors are elected or appointed and have qualified, are as follows:

Jomo B. Wynter President	P.O. Box 612382 N. Miami, FL 33161
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Annette Ferguson Vice-President, Accounts/Relations	P.O. Box 612382 N. Miami, FL 33161
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Fitz Wynter Vice-President, Security and Operations	P.O. Box 612382 N. Miami, FL 33161
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Hideki Mori Vice-President, Oversees Operations and Special Consultant	P.O. Box 612382 N. Miami, FL 33161
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Junko Mori Vice-President, Customer Service Treasurer/Secreatary	P.O. Box 612382 N. Miami, FL 33161
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ARTICLE VIII- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jomo B. Wynter
663 N.E. 138th Street
N. Miami, FL 33161

ARTICLE IX- EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of

State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE X- STOCKHOLDERS' AGREEMENTS

The corporation and its common stockholders, or the stockholders of the corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this corporation, whether voluntarily or involuntarily. Any such agreement may include such restrictions during the lifetime of any stockholder or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-laws of the corporation shall be construed as authorizing a transfer of such stock upon the books of the corporation in violation of such agreement.

ARTICLE XI- INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his/her being or having been a Director or any other officer of the corporation, or a Director or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, request of the corporation, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence, in the performance of his/her duties to the corporation.

The corporation shall indemnify any Director made a party to any action, suit or proceeding other than once by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his/her capacity as Director or as an officer of the corporation, or a Director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or in connection with an appeal therein, if such director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XII- DIRECTORS' LIABILITY

No Director shall be held liable or responsible for an action taken by the Board of Directors acting under the provisions or in a manner authorized by these Articles of Incorporation or by the By-laws of the corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in a manner authorized by the Articles of Incorporation or By-laws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as a Director, because or as a result of, any action taken by the Board of Directors, shall be conducted by counsel for the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or on behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the Director, the corporation shall indemnify and save him/her harmless.

ARTICLE XIII- REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the corporation against a Director, either individually or as a Director, shall result in a judgment, decree or decision in favor of the Director, the corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XIV- DIVIDENDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to Stockholders, or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him/her to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant in to fairly reflect the financial condition of the corporation; nor shall he/she be liable if, in good faith in determining the amount available for dividends or distribution he/she considers the assets to be of their books value.

ARTICLE XV- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by 51% of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amendment be made to these Articles of Incorporation.

ARTICLE XVI- CONSENT WITHOUT MEETING

Any action that may be taken at a meeting of the Stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as an unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE XVII-SUBSCRIBERS

We, the undersigned, being the original subscribers and incorporators of this foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this 29th of December, 1994.

Jomo B. Wynter
JOMO B. WYNTER

ANETTE FERGUSON
ANNETTE FERGUSON

Junko Mori
JUNKO MORI

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State Florida, County of Dade, make acknowledgments, personally appeared JOMO WYNTER, ANNETTE FERGUSON, AND JUNKO MORI to me

known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation for the purpose therein designated.

WITNESS my hand and seal this 29th day of December, 1994.

Linda Breckner
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXPI. JAN. 14, 1996
FORGED FROM ORIGINAL. THIS. VOID.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INVINCIBLE CORP

2. The name and address of the registered agent and office is:

Jomo B. Wynter

(Name)

663 NE. 138 STREET

(P.O. Box not acceptable)

N. MIAMI, FL, 33161

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jomo B. Wynter

(Signature)

(Date)

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P95000000236**

1. Corporation Name

INVINCIBLE CORP.

Principal Place of Business

603 NE 138TH ST
N MIAMI FL 33161

Mailing Address

P O BOX 612362
N MIAMI FL 33161

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. Date Incorporated or Qualified
To Do Business in Florida

12/30/1994

5. FEI Number

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☒

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
DP	WYNTER, JOMO B	P O BOX 612362 N/A	N MIAMI FL 33161
V	FERGUSON, ANNETTE	P O BOX 612362 N/A	N MIAMI FL 33161
DV	WYNTER, FITZ	P O BOX 612362 N/A	N MIAMI FL 33161
V	MORI, HIDEKI	P O BOX 612362	N MIAMI FL 33161
DV	MORI, JUNKO	P O BOX 612362 N/A	N MIAMI FL 33161

8. Name and Address of Current Registered Agent

WYNTER, JOMO B
603 NE 138TH ST
N MIAMI FL 33161

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Tom B. Wynter

REGISTERED AGENT MUST SIGN

Date 9-27-95

11. If this corporation is a non-profit with I.R.S. 501(c)(3) tax exempt status, check this box ☐ (See other side for additional information.)

12. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒ (See other side for information on intangible tax.)

13. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Tom B. Wynter

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #