

P95000028162

Myron J. Raynis

Telephone  
(305) 260-0077

7333 Coral Way, Suite C  
Miami, Florida 33155

April 3, 1995

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

400001448284  
-04/05/95--01092--021  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation of Family Ranch, Inc.

Enclosed herewith please find an original and a copy of the above mentioned corporation and a check in the amount of \$122.50 for filing fee.

Please send a certified copy of the above mentioned to our office in the self addressed stamped envelope enclosed.

Very truly yours,

  
CARMEN L. PEREZ

FILED  
95 APR -5 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. REGISTER APR 10 1995

FILED

95 APR -5 AM 11:10

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

**FAMILY RANCH, INC.**

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

**FAMILY RANCH, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as may be required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States or the State of Florida.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED DOLLARS.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 911 Mariana Avenue  
Coral Gables, Fl 33134

The registered agent of the corporation shall be:

HUMBERTO MARTINEZ

The registered office of the corporation shall be located at:

911 Mariana Avenue  
Coral Gables, Fl 33134

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII

The names and street addresses of each Subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
HUMBERTO MARTINEZ	911 MARIANA AVENUE	100
JULIA MARTINEZ	Coral Gables, FL 33134	

ARTICLE IX

The names and street addresses of the members of the first board of Directors and Officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
HUMBERTO MARTINEZ	911 Mariana Avenue Coral Gables, FL 33143	President/
JULIA MARTINEZ	911 Mariana Avenue Coral Gables, FL 33134	Secretary Treasurer

ARTICLE X

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 a majority of the stock entitled to vote thereon.

ARTICLE XI

The Stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreements shall be valid and this corporation may join as a party thereto.

