

P95000060988

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

OFFICE USE ONLY

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****122.50 ****122.50

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

1. COBANA INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

18

ARTICLES OF INCORPORATION

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OF

COPANA, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

NAME

The name of this Corporation shall be:

COPANA INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

a) To import, export purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction land and buildings belonging to or to be acquired by this corporation, or any other

person, firm or corporation.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, or trade, real and personal property of every kind and description.

c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgage debentures, notes and other securities, obligations, contracts and evidence of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise with respect to any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the corporation, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the corporation.

d) To acquire, hold, undertake and fully exploit the good will, property* rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

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e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates evidencing shares of or interest in common law trusts and trust estates or associations,

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ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 100
Shares \$ 75.00, par value, common stock. Stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for **TEN (10) DAYS** to the corporation at the book value of the stock, and thereafter for **FIVE (5) DAYS** to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 8166 150TH COURT N. PALM BEACH GARDENS, FLORIDA 33418 with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE V

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than four (4) no more than eight (8).

ARTICLE VI

REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be:
Margit Von Sneidern; and the Registered Office shall be located at: 8166 150th Court N. Palm Beach Gardens, Florida 33418. 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 obligation of my position as registered agent.

Signature

Date

Margit von Sneidern
8-4-95

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ARTICLE VII

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation who shall hold office for the first year or until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
RAMON Q. CHANG President	603 NORTH LAKE BLVD. NORTH PALM BEACH, Florida 33408
MISTICA M. CHANG TREASURER	603 NORTH LAKE BLVD. NORTH PALM BEACH, FLORIDA 33408
MARGIT VON SNEIDERN SECRETARY	8166 150TH COURT N. PAML BEACH GARDENS, FLORIDA 33418
ROBERT W. RIDGEWAY VICE PRESIDENT	8166 150TH COURT N. PALM BEACH GARDENS, FLORIDA 33418.

ARTICLE VIII

SUBSCRIBERS

<u>NAME</u>	
RAMON Q. CHANG	25 SHARES
MISTICA M. CHANG	25 SHARES
MARGIT VON SNEIDERN	25 SHARES
ROBERT W. RIDGEWAY	25 SHARES

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ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

The directors of this corporation shall have the power to make or amend the By-Laws, to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE X

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become

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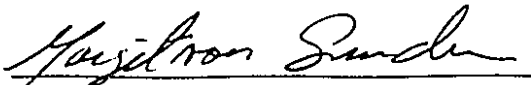
subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights liabilities and duties entitled by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

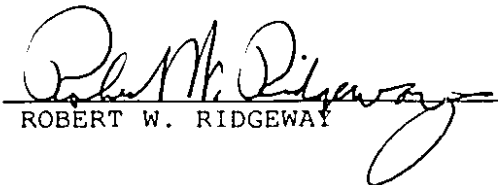
IN WITNESS WHEREOF, "we" the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hand and seals, this 4th day of the month of AUGUST, 1995.

SUBSCRIBERS:


RAMON Q. CHANG


MISTICA M. CHANG


MARGIT VON SNEIDERN


ROBERT W. RIDGEWAY

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared

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RAMON Q. CHANG, President, MISTICA M. CHANG Treasurer, MARGIT VON SNEIDERN, Secretary and ROBERT W. RIDGEWAY, Vice-President, who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn, under oath, depose and say and do acknowledge before me, that the said Articles are to be the act and deed of the signers respectively and respectfully, and the facts and matters therein set forth are true and correct.

Ramon Q. Chang
RAMON Q. CHANG

Margit von Sneidern
MARGIT VON SNEIDERN

Mistica M. Chang
MISTICA M. CHANG

Robert W. Ridgeway
ROBERT W. RIDGEWAY.

WITNESS my hand and official seal at Miami, Dade County,
Florida, this 4th day of AUGUST 1995.

Ernest R. Rios
Notary Public

My Commission Expires: