

P96000017521
TRANSMITTAL LETTER

FILED
96 FEB 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: VELTRI VENTURES INC.
(Proposed corporate name - must include suffix)

700001722817
-02/23/96--01068--002
*****78.75 *****78.75

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

Additional Copy Required

FROM: LORRAINE E. VELTRI
Name (printed or typed)
3637 s.w. 23 court
Address
Ft. Lauderdale, Florida 33312
City, State & Zip
954-764-3111
Daytime Telephone number

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

D. BROWN FEB 26 1996

ARTICLES OF INCORPORATION
OF
VELTRI VENTURES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LORRAINE E. VELTRI, a natural person competent to contract does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I - NAME

The name of this corporation shall be as stated above.

ARTICLE II - GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be ONE HUNDRED shares having a par value of ONE DOLLAR (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TIME OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient. 3637 S.W. 23 Court, Fort Lauderdale, Florida, 33312.

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9), the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The members of the first Board of Directors are:

LORRAINE E. VELTRI 3637 S.W. 23 Court
Ft. Lauderdale, Florida 33312

MICHAEL VELTRI 2080 S.W. 20th Terrace
Ft. Lauderdale, Florida 33312

The members of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX - SUBSCRIBER

The name and address of the sole Subscriber to these Articles of Incorporation are as follows:

LORRAINE E. VELTRI 3637 S.W. 23 COURT, FT. LAUDERDALE, FL. 33312

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors or this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI - INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved or any appeal therein, by reason of this being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement on indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.


ARTICLE XII - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XIII - AMENDMENT

The 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 the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated.


Lorraine E. Veltri

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LORRAINE E. VELTRI to me known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida,
this 16 day of Feb 1996.

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NOTARY PUBLIC



ECHO M. HEYER
MY COMMISSION # CG475647 EXPIRES
JUNE 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

VELTRI VENTURES INC.

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

LORRAINE E. VELTRI

(NAME)

3637 S.W. 23 Court

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, Florida 33312

(CITY/STATE/ZIP)

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.


(SIGNATURE)

2-16-96
(DATE)