

P960000014109

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

02/23/96 11:58 AM  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mercede's Homes, Inc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<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

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W96-4209

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DIVISION OF CORPORATION

9/3/1/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

96 MAR -1 AM 11:05

DIVISION OF CORPORATION

February 23, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVENUE #16  
MIAMI, FL 33174

SUBJECT: MERCEDES' HOMES, INC.  
Ref. Number: W96000004209

Your check is being returned as it is not payable to this office. Please make your check payable to the Secretary of State and return it in order to complete your filing.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 996A00008107

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAR -1 PM 12:13

**ARTICLES OF INCORPORATION**

**OF**

**MERCEDES' HOMES OF MIAMI, INC.**

I, the undersigned, being of legal age, do hereby associate 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 MERCEDES' HOMES OF MIAMI, INC.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business and the object and purpose proposed to be transacted and carried on are to engage and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of each stock shall be as follows:

1. One Thousand (1,000) shares of common stock with a nominal or par value of ONE (\$1.00) DOLLAR per share.

2. The Board of Directors of this corporation, is hereby authorized within its exclusive discretion by majority vote to establish such limitations or restrictions on or divisions of the aforesaid stock, as it deems appropriate and is otherwise permissible by law without having to amend these Articles.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V**  
**COMMENCEMENT AND EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI**  
**ADDRESS**

The initial street address of said corporation shall be: 1501 S.W. 126th Place, Miami, Florida 33184, with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE VII**  
**NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1), nor more than ten (10). The Corporation shall initially have one (1) Director.

**ARTICLE VIII**  
**MANAGEMENT**

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time

shall the Corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

#### **ARTICLE IX** **INITIAL DIRECTOR**

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

##### **NAMES**

##### **ADDRESSES**

JESUS PEREZ

1501 S.W. 126th Place  
Miami, Florida 33184

#### **ARTICLE X** **SUBSCRIBER**

The name and post office address of the subscriber and incorporator is:

##### **NAMES**

##### **ADDRESSES**

JESUS PEREZ

1501 S.W. 126th Place  
Miami, Florida 33184

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

#### **ARTICLE XI** **AMENDMENT AND INDEMNIFICATION**

These Articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders. The Corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses,

Including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise. The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation for such members of the Corporation.

#### **ARTICLE XII** **ADDITIONAL POWERS**

The Corporation shall have the further right and power to from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have power, if the bylaws so provide, to hold their

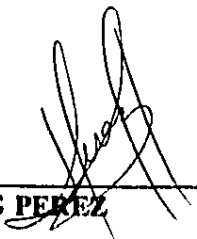
respective meetings, and to have one or more offices within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

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 Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

**ARTICLE XIII**  
**REGISTERED AGENT**

The Registered Agent to accept service of process within this State for said corporation shall be JESUS PEREZ. The registered office is located at 1501 S.W, 126th PLACE, MIAMI, FLORIDA 33184.

Having been named to accept service of process for the above stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JESUS PEREZ

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both 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

respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this \_\_\_\_\_ day of February, 1996.

  
\_\_\_\_\_  
JESUS PEREZ



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST--THAT <sup>MERCEDES' HOMES OF</sup> MIAMI, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 1501 S.W. 126th PLACE, MIAMI, FLORIDA 33184, HAS NAMED JESUS  
PEREZ, LOCATED AT 1501 S.W. 126TH PLACE, MIAMI, FLORIDA 33184 AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE \_\_\_\_\_

JESUS PEREZ

TITLE Administrative

DATE 2/13/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

JESUS PEREZ

DATE 2/13/96

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DADE       )

SWORN TO and subscribed before me this \_\_\_\_\_ day of February, 1996

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

\_\_\_\_\_  
Name of Notary

\_\_\_\_\_ Personally known to me  
\_\_\_\_\_ Presented identification