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W96-5999

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 20, 1996

RENTERS PARADISE REALTY, INC.  
14340 BISCAYNE BLVD.  
N. MIAMI BEACH, FL 33181

SUBJECT: C.U. TOURS, INC.  
Ref. Number: W96000005999

We have received your document for C.U. TOURS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 596A00012741

## CERTIFICATE OF INCORPORATION

C.U. Tours, Inc.

### ARTICLE I

The name of this corporation shall be:

C.U. Tours, Inc.

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

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease mortgage, exchange improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts, and to erect, alter or maintain buildings and improvements; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever, to act as broker or agent for the purchase, sale, leasing, and management of real estate and personal property and for the negotiating of loans thereon; to draw, accept, endorse, discount, buy, and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiating instruments of whatsoever nature and secure the same mortgage on its property or otherwise, to issue commission, subscribed for, take, acquire, hold, vote, exchange and deal in shares, stocks, bonds, obligations, or securities of

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any government or authority, individual or corporation, domestic or foreign. To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same, to enter into or engage in any such business, trade or enterprise.

2. To buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell and convey and mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

3. To lend and borrow money and execute, deliver, accept take and receive notes, bonds, debentures or other evidence thereof and mortgage, trust deeds, pledges or other securities for the payment of the same.

4. To acquire, discount, buy, own, hold, sell and otherwise dispose of and deal in stocks, bonds, mortgages, securities and notes and commercial papers of all descriptions.

5. To acquire by purchase, subscription or otherwise and to hold as or for any investment or otherwise, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the bonds, notes or other securities or evidence of indebtedness and the shares of capital stock issued by any other corporation or corporations, association or associations, and to purchase, hold sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bond or other securities or evidence of indebtedness created issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all the rights to vote the same; and to aid in any lawful manner any corporation or association of which the bonds, or other securities or evidence of indebtedness of the stock, are held by this company

and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such stock, and to guarantee dividends upon the shares of capital stock or any other corporation in which this corporation at the time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of the notes, bonds, or other evidence of indebtedness created or issued by any such corporation.

6. And for the purposes of attaining or carrying out any of the objects of this corporation, to do any and all acts and things necessary or convenient in connection therewith, which may now or hereafter be authorized by the laws of the State of Florida.

7. To carry on the business of a holding company, and to purchase and acquire any merchandise of commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of same; to enter into or engage in any such business, trade or enterprise.

8. To carry on the business of agents and brokers in the purchase and sale of real estate, personal property and choses in action, to own, operate, buy, sell and manage hotels, groves, ice, gas, electric light and water plants, and stores of all kinds, for itself, and as agent for individual, co-partnership and corporations; to own, buy, sell and mortgage stocks and rights of every kind in other corporations, and to hold, vote and exercise all the above named powers for itself as owner, agent, broker, or otherwise, for a share of the compensation paid for such services or for a commission due agent, for the placing and handling of all classes of insurance, including life, fire, tornado, accident, theft, collision, property

damage, marine, Indemnity, fidelity, and all as freely as a natural person could do, and to sell, convey, assign, mortgage, and ~~TRANSFER~~ any and all property, real, personal or equitable, acquired by the corporation; to do, adopt and prescribe by-laws, rules and regulations appropriate for the transaction of the business of the corporation, and to amend the same, and shall have all of the rights, powers and privileges granted to corporations by Section Seven(7) and Section(8) Eight of Chapter 10096 of the Laws of 1925, and to do and perform all other acts and things which may be necessary or desirable in carrying out the full intent and purpose of this corporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ~~FIFTY~~ (50) shares of common stock of no par value. The above mentioned stock shall be the only participating stock of this corporation.

Stock of this corporation shall be paid for in lawful money of the United States of America, or in property, labor or services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided for in the Statute.

#### ARTICLE IV

The amount of capital which this corporation will begin business with is FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

The corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be at:  
1260 N.W. 57 ave Miami, Fl 33126

#### ARTICLE VII

The names and post-office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida for 1925, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

##### NAME

##### ADDRESS

Christina Jacob

1260 N.W. 57 ave Miami, Fl 33126

There shall be no less than 1 Directors.

#### ARTICLE VIII

The names and post-office addresses of each subscriber to the Certificate of Incorporation, and the number of shares that each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Christina Jacob	1260 N.W. 57 ave Miami, Fl 33126	2	\$500.00
		(\$250.00 per share)	

The proceeds of the stock subscribed for as stated herein, are equal to the capitalization of FIVE HUNDRED(\$500.00) DOLLARS, as stated in Article IV.

## ARTICLE IX

In furtherance, and not in limitation of the powers of Statute, the Board of Directors are expressly authorized:

To make and alter the By-Laws of this corporation:

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, books and accounts of this corporation (other than the stock books) or any of them, shall be open to inspection of stockholders: and no stockholder shall have any rights of inspecting any account, book, or document of this corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or directors.

If the By-Laws provide to designate two or more of its members to constitute an executive committee, which committee shall, for the time being, as provided for in said resolution or in the By-Laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative votes of stockholders of record holding stock in the corporation, entitling them to exercise at least a majority of the voting power given at the stockholder's meeting duly called for that purpose, or when authorized by the written consent of the stockholders of record holding stock in the corporation entitling them to exercising at least a majority of voting power, the Board of Directors



shall have power and authority at any meeting, to sell, lease or exchange, all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as the Board of Directors of the corporation deem expedient and for the best interests of the corporation.

This corporation may in its By-Laws confer power upon its Directors in addition to the foregoing, and in addition to its powers and authorities expressly conferred upon them by Statute.

Both Stockholders and Directors shall have powers, if the By-Laws provide so, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of Statute), outside of the State of Florida, at such place as may from time to time be designated by the Board.

#### ARTICLE X

The officers of this corporation are as follows:

Christina Jacob	--	President
Christina Jacob	--	Vice-President
Christina Jacob	--	Secretary
Christina Jacob	--	Treasurer

#### ARTICLE XI

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate 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 XII

The registered office of the Corporation is :

Christina Jacob

1260 N.W. 57 ave Minni, FL 33126

and the registered agent for the Corporation is :

Christina Jacob

ARTICLE XIII

It is expressly understood that this corporation  
is being organized under U.S. Internal Revenue Code Section  
1244.

WE, THE UNDERSIGNED, being each of the original  
subscribers to the capital stock hereinbefore named, for the  
purpose of forming a corporation to do business, both within  
and without the State of Florida, to make, subscribe,  
acknowledge and file this Certificate, hereby declaring and  
certifying that the facts herein stated are true and do  
respectfully agree to take the number of shares of stock  
hereinbefore set forth and accordingly have hereunto set our  
hands and seals this 11 day of March 1996

  
Christina Jacob

  
Notary Public, State of Florida

RAFAEL PEREZ



Rafael Perez  
MY COMMISSION # CC523775 EXPIRES  
January 9, 2000  
BONDED THIRD PARTY FAIR INSURANCE, INC.

STATE OF FLORIDA)  
COUNTY OF DADE ) SS:

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Christina Jacob personally known to me, and known by me to be the persons who executed the foregoing Certificate of Incorporation, and they acknowledged before me that they executed the Certificate of Incorporation for the purposes therein expressed, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of March, 1996.



Rafael Perez  
MY COMMISSION # 00539773 EXPIRES  
January 9, 2000  
GRANDED TRUSTEES ASSOCIATION, INC.

  
Notary Public, State of Florida

RAFAEL PEREZ

Printed or Stamped Commission name

Produced Identification: FLORIDA DRIVER'S LICENSE

My Commission Expires: January 9, 2000

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First C.U. Tours, Inc. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami County of Dade, State of Florida has named Christina Jacob located at 1260 N.W. 57 ave, Miami, Florida 33126

as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

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

BY: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Christina Jacob personally known to me, and known by me to be the person who executed the foregoing for the purposes therein expressed, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

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official seal, in the State and County aforesaid, this 11 day of  
March, 1996.



Rafael Perez  
MY COMMISSION # 00523775 EXPIRES  
January 9, 2000  
BONDED THIRD TRUST FIDELITY INSURANCE, INC.

Notary Public, State of Florida

RAFAEL PEREZ

Printed or stamped commission name

Produced Identification: FLORIDA DRIVER'S LICENSE.

My Commission Expires: January 9, 2000