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5-30-96

TOLLEY

Melvin Wolfe
Requestor's Name
10651 N. Kendall Dr #200
Address
Miami, FL 33176
City State ZIP Phone
279-7000

VALIDATION ONLY

FILED
MAY 31 PM 12:07
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2000001 3-4-960013
05/31/96 10:00-10:02
***122.50 ***122.50

CORPORATION(S) NAME

A.M.B. INSURANCE, INC.

- ☒ Profit
- ☐ NonProfit
- ☐ Amendment
- ☐ Merger
- ☐ Foreign
- ☐ Dissolution
- ☐ Mark
- ☐ Limited Partnership
- ☐ Annual Report
- ☐ Other
- ☐ Reinstatement
- ☐ Reservation
- ☐ Change of Registered Agent
- ☒ Certified Copy
- ☐ Photo Copies
- ☐ Certificate Under Seal
- ☐ Call When Ready
- ☐ Call If Problem
- ☐ After 4:30
- ☒ Walk In
- ☐ Will Wait
- ☒ Pick Up
- ☐ Mail Out

RECEIVED
MAY 31 AM 11:15
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

CERTIFIED COPY

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

LAW OFFICES
MELVIN WOLFE
PROFESSIONAL ASSOCIATION

MELVIN WOLFE
EDWARD ALMEIDA

SUITE 200, DADELAND WEST
10681 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33176
TELEPHONE (305) 279-7000
TELEFAX (305) 274-1029

May 30, 1996

Secretary of State
State of Florida
Division of Corporations

RE: A.M.B. INSURANCE, INC.

Gentlemen:

Enclosed is an original and two (2) copies of the Articles of Incorporation on the above referenced corporation.

Also enclosed is our check in the amount of \$122.50 to cover the cost of filing same.

If these are in order, please file the original Articles and return one certified copy to this writer.

Very truly yours,

MELVIN WOLFE, P.A.

By: 
Melvin Wolfe

MW:myt
Encls.

ARTICLES OF INCORPORATION
OF

A.M.B. INSURANCE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is A.M.B. INSURANCE, INC.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

(a) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of

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TALLAHASSEE, FLORIDA

premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

(b) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Authorized Shares

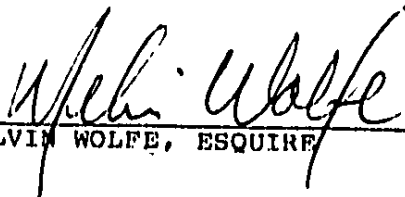
The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated.

ARTICLE V

Initial Principal Office and Registered Agent

The street address of the initial principal office of the Corporation is 2640 S.W. 12th Street, Miami, Florida, 33135, and the name of the initial registered agent is MELVIN WOLFE, ESQUIRE, whose address is 10651 North Kendall Drive, Suite 200, Miami, Florida 33176.

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


MELVIN WOLFE, ESQUIRE

ARTICLE VI

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of two (2) Directors.

ARTICLE VII

Initial Board of Directors

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their successors have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Jose L. Valdes	217 Aragon Avenue Coral Gables, Fl. 33134
Pedro Agudo	2640 S.W. 12th Street Miami, Fl. 33135

ARTICLE VIII

Initial Incorporator

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jose L. Valdes	217 Aragon Avenue Coral Gables, Fl. 33134

ARTICLE IX

By-Laws

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE X

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of this Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of this Cor-

poration, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of this corporation, against judgments, fines, amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon plea, of nolo contendere or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of this Corporation procure a judgment in its favor by reason of his being or having been a director or officer of this corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of this Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an

appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigation body before which such action, suit proceeding is held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in manner he reasonably believed to be in the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this Corporation to indemnify under applicable law.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida on this 30th day of May, 1996.


JOSE L. VALDES

(SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on the day and year above written, personally appeared before me and personally known to me, the undersigned authority, JOSE L. VALDES, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.




NOTARY PUBLIC, STATE OF
FLORIDA, AT LARGE

My Commission Expires:

FILED
96 MAY 31 PM 12:07
CLERK OF DISTRICT COURT
MIAMI, FLORIDA