

P46000053206

AMERILAWYER®

(Inquirer's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

RECEIVED  
JUL 21 1992  
FBI - MIAMI

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

1. VALPAR ENTERPRISES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ 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

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Examiner's Initials

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**ARTICLE 1 - NAME**

**ARTICLE 2 - PURPOSE OF CORPORATION**

### ARTICLE 3 - PRINCIPAL OFFICE

**ARTICLE 4 - INCORPORATOR**

**Elsie Sanchez**  
**343 Almeria Avenue**  
**Coral Gables, Florida 33134**

## ARTICLE 5 - OFFICERS

**President:** Monica P. Sern  
**Vice-President:** Jose L. Valdivieso  
**Secretary:** Jose L. Valdivieso  
**Treasurer:** Monica P. Sern


**AMERILAWYER**

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Monica P. Soron  
Jose L. Valdivieso

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmorILawyer<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmorILawyer<sup>®</sup> Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

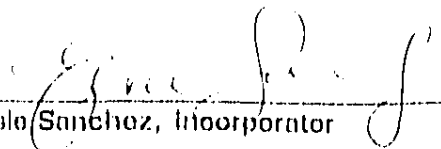
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMORILAWYER**  
A CORPORATION

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE: (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 14479, CORAL GABLES, FL 33114-4479

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this JUN 20 1996

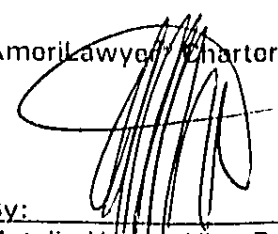
  
Elsa Sanchez, Incorporator

061001200000

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmoriLawyer<sup>SM</sup> Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmoriLawyer<sup>SM</sup> Chartered

  
By: \_\_\_\_\_  
Natalia Ulora, Vice President



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Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

March 7<sup>th</sup>, 1997

Please find the information requested on the letter of instruction;

Adolfo E. Iglesias  
12010 S.W. 97<sup>th</sup> Ave.  
Miami, Florida 33186

Phone # 305-275-0104

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance.

Best regards;

*Adolfo E. Iglesias*  
Adolfo E. Iglesias

FILED  
97 MAR 10 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VS MAR 12 1997

Amend

**CERTIFICATE OF AMENDMEN**

**VALPAR ENTERPRISES, INC**

**FILED**  
97 MAR 10 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VALPAR ENTERPRISES, INC., a corporation of the State of FLORIDA whose registered office is located at 15140 S. W. 104TH STREET, APT. # 306, MIAMI FL 33196, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on March 7, 1997, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **ARTICLE 3, 5, 6 & 7 of the Articles of Incorporation** are to be amended to read as follows:

**ARTICLE 3 - OFFICE**

The address of the principal office of this Corporation is 15140 SW. 104th STREET, APT.# 306, MIAMI, FL 33196 and the mailing address is the same.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Jose Valdivieso

Secretary: Jose Valdivieso

Treasurer: Jose Valdivieso

**ARTICLE 6 - DIRECTOR(S)**



The director of the Corporation Shall be :

**JOSE VALDIVIESO**  
(OWNER OF 100% OF ALL SHARES)  
15140 SW. 104th Street  
Apartment # 306  
MIAMI, FLORIDA 33196

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

Signed on March 6, 1997

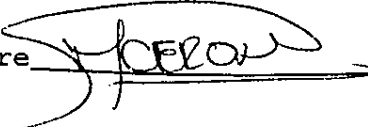
Signature



Jose Valdivieso  
Printed Name

Director/President  
Title

Signature



Monica Ceron

Printed Name

Director  
Title

Signature\_\_\_\_\_

\_\_\_\_\_  
Printed Name

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Title