

P960000066418

TRANSMITTAL LETTER

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 11 1985

SUBJECT: GOOD SAMARITAN HOLDINGS CORP.
(Proposed corporate name - must include suffix)

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: CAESAR EVANGELISTA
Name (printed or typed)
222 LAUREL AVENUE
Address
SOUTH SAN FRANCISCO, CA 94080
City, State & Zip
(415) 546-9690
Daytime Telephone number

FILED
55 AUG -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Enclosed is a self-addressed, stamped envelope to return the copy and certificate.

Thanks.

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

8-9-85
KR

FILED
SS 803-15 07/11/21
JUL 11 2021
CLERK OF CIRCUIT COURT
IN AND FOR THE
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
FOR
GOOD SAMARITAN HOLDINGS CORP.**

The undersigned, being over the age of 21, and acting as the incorporator of this corporation to be organized under the laws of the State of Florida, adopt the following articles of incorporation:

ARTICLE NO. 1

NAME OF CORPORATION

The name of the Corporation is to be:

Good Samaritan Holdings Corp.

ARTICLE NO. 2

DURATION

The duration of this Corporation is perpetual.

ARTICLE NO. 3

PURPOSES

The purpose of this Corporation is to engage in any lawful act or activity that authorized corporations may be organized under the laws of the State of Florida.

This Corporation may promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct the Corporation's business in all or any of it's branches as principal, agent, broker, factor, contractor, and in any lawful capacity, either alone, through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in

conducting the Corporation's business and promoting any of it's purposes, maintain offices, branches, and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any businesses and purposes herein specified or that at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any such business and purpose and that might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida, upon corporations incorporated or organized under the laws of that State.

The provisions of this Article will be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers will not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers specified, except when otherwise provided in this Article, will not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other article of these Articles of Incorporation; provided that the Corporation will not conduct any business, promote and purpose or exercise any power or privilege within or without the State of Florida that, under it's laws, the Corporation may not lawfully conduct, promote or exercise.

ARTICLE NO. 4

POWERS OF THE CORPORATION

This Corporation will have all the powers specified and allowed under the laws of the State of Florida.

ARTICLE NO. 5

STOCK

This Corporation will have authority to issue One Million shares with a par value of One Dollar (\$1.00) per share.

ARTICLE NO. 6

PREEMPTIVE RIGHTS

After the first Four Hundred Thousand shares of this Corporation are issued, each holder of the shares will have the first right to purchase additional shares of this Corporation that may be issued from time to time (including treasury shares).

Each such holder of shares may purchase an amount equal to: (1) the total additional shares times (2) the ratio existing between the number of shares he holds at the time of the new issue and the number of shares outstanding (exclusive of treasury shares). This first right to purchase will be deemed waived by any Shareholder who does not exercise it, or who does not pay for the shares preempted, within 30 days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE NO. 7

CONSIDERATION FOR SHARES

The shares in this Corporation will not be issued for consideration other than money or payment of a debt of the Corporation without the unanimous consent of all of the Shareholders of this corporation.

ARTICLE NO. 8

REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and directors of this Corporation will be held either in or out of the State of Florida, at such place or places as may be designated in the Bylaws or by the Board of Directors.

2. Bylaws. The initial Bylaws of this Corporation will be adopted by its Board of Directors. The affirmative vote of 76% will be necessary to amend or repeal the Bylaws. The Bylaws may contain any provisions for the management of this Corporation that are consistent with the laws of the State of Florida and with these Articles.

3. Contracts Involving Directors. No contract or other transaction of this Corporation with any person or corporation will be invalidated or affected by (1) the fact that a director of this

Corporation has an interest in or is an officer of such other corporation, or (2) the fact that any director may be involved or has an interest in the contract or transaction. A person who may become a director of this Corporation is relieved of any liability arising by reason of his contracting with this Corporation for his own benefit or for the benefit of any corporation in which he may have an interest.

ARTICLE NO. 9

OFFERING OF STOCK

1. Number of Shareholders. All of the Corporation's issued shares, exclusive of treasury shares, will be held by not more than 20 persons or entities.

2. Transfer of Stock. All of the issued shares will be subject to the restrictions on transfer as may be set forth in these Articles of Incorporation and the by-laws of this Corporation as adopted by its Board of Directors.

3. Cumulative Voting. Each share of common stock shall be entitled to one (1) vote upon each matter submitted for Shareholder approval, provided however, that in the event of a Shareholder vote for the purpose of electing directors, the holder of each outstanding share of common stock shall be entitled to cumulate his votes by either giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or by distributing such votes upon the same principle on any number of such candidates.

ARTICLE NO. 10

CORPORATE OFFICE AND REGISTERED AGENT

The office of this Corporation is located at:

570 S.E. First Avenue, Williston, Florida, 32696

The Registered Agent of this Corporation is:

Aurora Martin, 507 S.E. First Avenue, Williston, Florida, 32696

ARTICLE NO. 11

INCORPORATOR

The name and mailing address of the Incorporator of this Corporation is:

Caesar C. Evangelista, 570 S.E. First Avenue, Williston, Florida, 32696

ARTICLE NO. 12

DIRECTORS

The names and addresses of the initial board of directors of this Corporation are:

Danilo Banago	507 S.E. First Avenue, Williston, Florida 32696
Leny M. Banago	507 S.E. First Avenue, Williston, Florida 32696
Carlos R. Evangelista	507 S.E. First Avenue, Williston, Florida 32696
Isabelita M. Evangelista	507 S.E. First Avenue, Williston, Florida 32696
Artemio A. Martin	507 S.E. First Avenue, Williston, Florida 32696
Aurora M. Martin	507 S.E. First Avenue, Williston, Florida 32696
Eliseo Villanueva	507 S.E. First Avenue, Williston, Florida 32696
Luzviminda O. Villanueva	507 S.E. First Avenue, Williston, Florida 32696

ARTICLE NO. 13

LIABILITY OF DIRECTORS

No director of the Corporation shall be liable to the Corporation or to the Shareholders for monetary damages for conduct as a director provided that this provision shall not eliminate or limit the liability of a director for:

(1) Any breach of the director's duty of loyalty to the Corporation of its Shareholders;

(2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) Any unlawful distribution of the Corporation's assets unless the director in assenting to the unlawful distribution acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that the director reasonably believe to be in the best interests of the Corporations;

(4) Any transaction from which the director derived an improper personal benefit.

ARTICLE NO. 14

INDEMNIFICATION OF OFFICERS, AGENTS, DIRECTORS, AND EMPLOYEES

The Corporation shall indemnify against liability any individual who is serving or has at any time served as a director or officer of the Corporation and is made a party to a proceeding, because he is or was a director, officer, employee, or agent of the Corporation, if he (a) has conducted himself in good faith; (b) believed his conduct to be in the best interests of the Corporation or at least not opposed to its best interests and (c) had no reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an individual against liability in connection with any proceeding in which he is adjudged liable to the Corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

The undersigned, being the Incorporator of the Corporation, executes these Articles of Incorporation, this 30th day of July, 1996.



Caesar C. Evangelista, Incorporator
Good Samaritan Holdings Corp.

**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: GOOD SAMARITAN HOLDINGS, CORP.

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

AURORA M. MARTIN
(NAME)
507 SE First Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Williston, FL 32696
(CITY/STATE/ZIP)

FILED
95 AUG -6 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

x *Aurora M. Martin*
(SIGNATURE)

7-31-96
(DATE)

P 96000066418

Good Samaritan Holdings Corp.

P.O. Box 1196
Mt. Dora, FL 32756-1196

Tel: 352-383-6094
Fax: 352-383-6054

April 7, 1997

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

800002141978--5
-04/14/97--01066--001
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir/Madame:

Please find enclosed one original and one copy of the Articles of Amendment to Articles of Incorporation of Good Samaritan Holdings Corporation.

Please file the original and return a file stamped copy to us in the self-addressed, stamped envelope provided. Also, enclosed is our check in the amount of \$35.00 for the filing fees. Thank you for your continued cooperation.

Sincerely,



Caesar Evangelista
Good Samaritan Holdings Corp.

FILED
97 APR 14 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
OEG
4/17

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
GOOD SAMARITAN HOLDINGS CORP.**

Pursuant to the provisions of section 607, 1006, Florida Statutes, this corporation adopts the following articles of amendment to it's articles of incorporation:

FIRST

Article No. 5 is to be amended to read as follows:

ARTICLE NO. 5

STOCK

This Corporation will have the authority to issue Ten Million shares with no par value.

FILED
97 APR 14 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

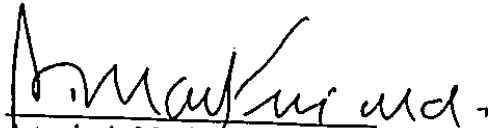
SECOND

The date of adoption of this amendment is to be: April 11, 1997.

THIRD

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned, being the Chairman of the Board of Directors, executes this Articles of Amendment to Articles of Incorporation, this 6th day of April, 1997.


Artemio A. Martin, Chairman of the Board
Good Samaritan Holdings Corp.