

# TRANSMITTAL LETTER

**P96000100794**

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

SUBJECT: Tropal Roofing Corp.  
(Proposed corporate name - must include suffix)

300002027553--0  
-12/12/96--01079--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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: JOSE FUENTES

Name (printed or typed)

995 S.W. 69 AVENUE

Address

MIAMI, FLORIDA 33144

City, State & Zip

305- 266-7667

Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 12 PM 1:12

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

*9/12/13/96*

## ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS  
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*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

Tropal Roofing Corp.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

995 S.W. 69 AVE.  
MIAMI, FLORIDA 33144

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time

is: *Seven thousand five hundred (7500) shares of common stock, each share having a par value of one dollar (1.00) authorized Capital stock may be paid for in cash services or property at just value to be fixed by the Board of Directors of this corporation at any regular or special meeting*

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOSE FUENTES  
995 S.W. 69 AVENUE  
MIAMI, FLORIDA 33144

**ARTICLE V INCORPORATOR(S)**

See instructions for officers/directors.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

And the number of shares of stock which each agree to take and the sums subscribed to and paid as follow:

JOSE FUENTES

\$250.00 shares

2140 SW 65 Ave.

Miami, Florida 33155

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of DECEMBER, 19 98.

  
Signature

  
Signature

\_\_\_\_\_  
Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**ARTICLE VI INITIAL OFFICERS AND DIRECTORS**

The names and post office address of officers and directors are as follow:

Jose Fuentes, President, Treasurer

2140 SW 65 Ave.

Miami, Florida

Zoila Fuentes, Secretary-

2140 SW 65 Ave.

Miami, Florida

## ARTICLE VII

### SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the power of the corporation, its stockholders and directors, are hereby adopted as part of this Certificate of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts, and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or documents of the corporation, except as conferred by a Statute or authorized by the Board of Directors, or by the Resolution of the Stockholders.
  2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
  3. The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
  4. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director of or an officer in or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that the Directors of any of them of the corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested.
- Any Director of the corporation may vote upon contract or other transaction between the corporation, any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.
5. The corporation shall indemnify any and all of its Directors or officers or former Directors or Officers or any person who may have served, at its request, as a Director or Officer of another corporation in which it owns shares if a capital stock or of which it is a Creditor against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties

or a party by reason of being or having been Director or Officer or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or persons shall be adjudged in such action, suit, or proceedings, to be liable for negligence, or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled to under the By-Laws, agreement, vote of stockholders, or otherwise. The right of indemnification herein stated shall, under no circumstances, extended to or include indemnification for the liabilities arising under the Securities Act of 1933 as amended.

6. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have the authority to establish reasonable compensation of all Directors for services to the corporation as Directors, Officers or otherwise. The authority vested in the Board of Directors, by this Article XI, shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pensions and profit sharing plans.

7. No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also in debentures or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stock, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of incorporation, at Miami, Dade County, Florida on this 9 day of December, 1996, for the uses and purposes aforesaid.

  
JOSE FUENTES

**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: Tropical Roofing Corp.
2. The name and address of the registered agent and office is:

JOSE TUENTES  
(NAME)

995 SW 69 Avenue  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33144  
(CITY/STATE/ZIP)

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*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.*

  
(SIGNATURE)

12-9-96  
(DATE)