

# P97000021579

Charter Number Only

36-97

Oficina Madrigal

Requestor's Name

4160 West 16<sup>th</sup> Ave. #210

Address

Miakah, FL 33012

City

State

ZIP

Phone

822-7220 A

VALIDATION ONLY

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CORPORATION(S) NAME

Brothers Nodal Corp.



Empire Toll Free: 1-800-432-3028

☒ 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

Name

Availability

Document

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Verifier

Acknowledgment

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CERTIFIED COPY

DEPARTMENT OF CORPORATION

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ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS:      BROTHERS NODAL CORP.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF SELLING ALL TYPES OF HISPANIC FOODS COOKED. THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

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ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 4090 WEST 16TH AVENUE, HIALEAH, FL. 33012 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: JORGE H. NODAL

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICALS ARE:

JORGE H. NODAL  
5860 WEST 18 LN #204  
HIALEAH, FL 33012

JUAN CARLOS NODAL  
4191 WEST 9 LN  
HIALEAH, FL 33012

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

JORGE H. NODAL, PRESIDENT-----50% SHARES  
JUAN CARLOS NODAL, VICEPRESIDENT-----50% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX.-NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

4090 WEST 16TH AVENUE  
HIALEAH, FL. 33012

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE TWO DIRECTORS, THEIR NAMES AND ADDRESS ARE AS FOLLOWS:

JORGE H. NODAL  
5860 WEST 18 LN # 204  
HIALEAH, FL. 33012

JUAN CARLOS NODAL  
4191 WEST 9 LN  
HIALEAH, FL 33012

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

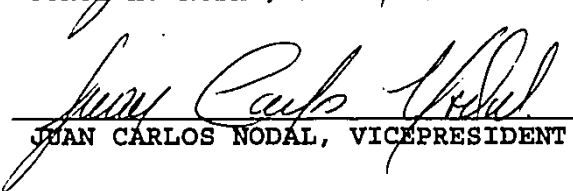
THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IN THE STATE OF FLORIDA IS:

4090 WEST 16TH STREET, HIALEAH, FL. 33012

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL  
OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 6TH DAY OF MARCH, 19 97.

  
\_\_\_\_\_  
JORGE H. NODAL, PRESIDENT

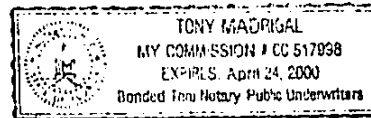
  
\_\_\_\_\_  
JUAN CARLOS NODAL, VICEPRESIDENT

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY  
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO  
EXECUTED THE FOREGOING ARTICALS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE  
AFOREMENTIONED THIS 6TH DAY OF THE MONTH MARCH  
THE YEAR NINETEEN HUNDRED AND NINETY SEVEN.

  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE





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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT BROTHERS NODAL CORP.  
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HIALEAH, STATE OF FLORIDA HAS NAMED JORGE H. NODAL LOCATED AT 4090 WEST 16TH AVENUE, CITY HIALEAH, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE *Jorge Nodal*  
Corporate officer  
TITLE PRESIDENT  
DATE 03/06/1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Juan Carlos Yndol*  
RESIDENT AGENT  
DATE 03/06/1997

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