

P97000063268

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

800002243638--2

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\*\*\*122.50 \*\*\*122.50  
Office Use Only

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

1. EXCLUSIVE MANAGEMENT ASSOCIATES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 2:00

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

RECEIVED  
97 JUL 22 AM 11:05  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
EXCLUSIVE MANAGEMENT ASSOCIATES, INC.

FILED  
97 JUL 22 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the information, rights, privileges, immunities and liabilities of a Corporation For Profit.

ARTICLE ONE: NAME

The name of the Corporation shall be **EXCLUSIVE MANAGEMENT ASSOCIATES, INC.**

ARTICLES TWO: PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

(A) Any and all business permitted under the laws of United States and the State of Florida.

(B) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to

conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(C) The foregoing shall be construed as independent businesses and the enumeration of any specific business shall not restrict any other business of the corporation.

(D) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of it's assets.

(E) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

(F) To enter into, make and perform contracts of every kind of description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(G) (1) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interests in, transfer or otherwise dispose of it's own shares but purchase it's own shares, whether direct or indirect, shall be made only to the extend of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restrictions shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (A) Elimination fractional shares.
- (B) Collecting or compromising indebtedness to the corporation.
- (C) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (D) Effecting, subject to the other provisions of the General Corporation of Act, the retirement of its redeemable shares by redemption price.

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(E) The corporation may keep books of the company outside the State of Florida, except as may otherwise be provided by law.

(F) The company may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(G) The corporation shall have full power and lawful authority to issue execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold buy and sell stock of other corporations; to secure any indebtedness due it in the same manners common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other act necessary or incidental to the powers herein specifically designated.

(H) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(I) The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in no way limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

### ARTICLE THREE: CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be One Hundred (100) at One Dollar (\$1.00) per value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

### ARTICLE FOUR: CAPITALIZATION

The amount of capital with which this corporation may begin business shall not be less than One Hundred Dollars (\$100.00).

### ARTICLE FIVE: DURATION

The existence of this corporation is perpetual.

### ARTICLE SIX: REGISTERED AGENT

The name and street address of initial registered agent and registered office of this corporation and principal place of business is: Manuel de la Cruz, Jr 15385 S.W 76 Terrace # 105 Miami, Fl 33193. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries as may be necessary or convenient.

#### ARTICLE SEVEN: DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

(A) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, alter, amend or repeal the by-laws of the corporation.

(2) To authorized and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(3) To set apart, out of any funds of the corporation available for dividends a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.

(4) When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a stockholders meeting duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell lease or exchange all of the property and assets of the corporation, including its good will and its corporation franchise, upon such terms and conditions and for such consideration which may be in whole, or in part, shares of stock in and/or other securities of any other corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.

**ARTICLE EIGHT: INCORPORATORS**

The name and address of the person signing these Articles  
is:

NAME	ADDRESS
Manuel De La Cruz, Jr	15385 SW 76 Terrace Suite # 105 Miami, FL 33193

**ARTICLE NINE: OFFICERS**

The names and addresses of the initial officers of this  
Corporation are as follows:

NAMES	ADDRESS
Manuel De La Cruz, Jr (President)	15385 SW 76 Terrace Suite # 105 Miami, FL 33193
Claudio H De La Cruz (Vice-President)	13330 SW 26 Terrace Miami, FL 33175
Angel Suria (Sec/Treas)	10967 SW 6 ST # B Miami, FL 33174

**ARTICLE TEN**

(A) In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.



(B) This corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

(C) No contract or other transaction between the corporation and any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested, shall be counted present as directors, meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the parties of these Articles of the corporation have hereunto set their hands and seals this day of July 1997.



Manuel De La Cruz, Jr

FILED  
97 JUL 22 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA     )  
                              SS.  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above, to the acknowledgements personally appeared Manuel De La Cruz, Jr to me known to be person described in the foregoing Articles of Incorporation as the subscriber in, and who executed the same.


WITNESS MY hand and official seal in the County and State named above this 10 day of July, 1997.

NOTARY           COMMISSION  
I.D. No. 434951   No. CC 496 506  
                  Expire: 09/19/1999

*Carlo Piloto* CARLO PILOTO  
NOTARY PUBLIC, State of Florida  
At Large                               COMMISSION  
My commission expires;               No. CC 496 506  
  Expire: 09/19/1999

ACKNOWLEDGEMENT: ( Must be signed by Designated Registered Agent)

Having been named to accept service of process for the above corporation at place designate in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: -----  
Manuel De La Cruz, Jr  
(REGISTERED AGENT)