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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

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TALLAHASSEE, FLORIDA

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

1. C.T.H DEVELOPMENT CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<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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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
C.T.H. DEVELOPMENT CORPORATION

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The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME AND ADDRESS

The name of the corporation is C.T.H. DEVELOPMENT CORPORATION and the principle address shall be 99 N.W. 183 STREET, MIAMI, FL SUITE 122, 33169.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares, which the corporation has authority to issue is 500 all of which shall be common shares with NO par value.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

**ARTICLE FIVE
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500).

**ARTICLE SIX
INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the corporation shall be the SAME as the principal office. and the name of the initial registered agent at such address is JOSE VELASCO, at 99 N.W. 183 STREET SUITE 122, MIAMI, FL 33169.

**ARTICLE SEVEN
PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase, or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE EIGHT
PROHIBITION OF ASSESSMENT OF PAID-UP SHARES**

There shall be no power to levy any assessment upon any fully paid share or shares of stock of this corporation.

ARTICLE NINE DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such directors or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability: provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation: any director individually, or any firm of which any director may be member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE TEN
INITIAL DIRECTOR**

The name and address of the member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
JOSE VELASCO	99 N.W. 183 STREET SUITE 122 MIAMI, FL 33169

**ARTICLE ELEVEN
BYLAWS**

The power to adopt, alter amend or repeal bylaws shall be vested in the stockholders.

**ARTICLE TWELVE
CALLING OF SPECIAL MEETINGS**

Special meetings of stockholders may be called by a majority of the stockholders.

**ARTICLE THIRTEEN
STOCKHOLDER QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

**ARTICLE FOURTEEN
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by the majority of the stock entitled to vote thereon.

**ARTICLE FIFTEEN
DATE OF COMMENCEMENT OF CORPORATE EXISTENCE**

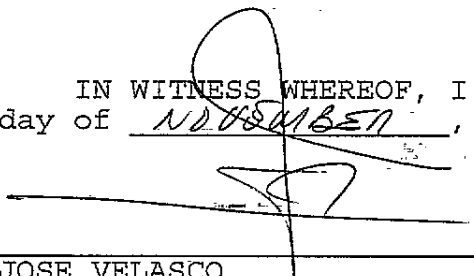
The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

ARTICLE SIXTEEN
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JOSE VELASCO	99 N.W. 183 STREET SUITE 122 MIAMI, FL 33169

IN WITNESS WHEREOF, I have subscribed my name this 10TH
day of NOVEMBER, 1997.



JOSE VELASCO
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: C.T.H. DEVELOPMENT CORPORATION
2. The name and address of the registered agent and office is:

JOSE VELASCO

99 N.W. 183 STREET, SUITE 122 MIAMI, FL 33169

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 OF MY POSITION AS REGISTERED AGENT.



JOSE VELASCO
REGISTERED AGENT

DATED NOVEMBER 10TH, 1997.

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