

P 980000017402

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February 19, 1998

VIA OVERNIGHT DELIVERY

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Zaher Investment, Inc.

000002436430--9  
-02/20/98--01072--004  
\*\*\*122.50 \*\*\*122.50

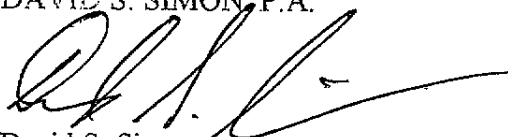
Dear Clerk of Division:

Enclosed please find an original and one true copy of the articles of incorporation for ZAHER INVESTMENT, INC. as well as a certificate of designation for registered agent/registered address. Also please find the enclosed check number 1524 in the amount of \$122.50 (One hundred twenty-two dollars fifty cents) for the filing fee and one certified copy.

Please return all correspondence regarding this filing to the above address. Thank you for your prompt consideration. If there is any problem, please call my office.

Very truly yours,

LAW OFFICE OF  
DAVID S. SIMON, P.A.

  
David S. Simon

enclosures

FILED  
98 FEB 20 PM 4: 04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*David Simon* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Effect. Date*  
DATE *2-23-98*  
DOC. EXAM *mm*

**ARTICLES OF INCORPORATION  
OF  
ZAHER INVESTMENT, INC.**

**FILED**  
98 FEB 20 PM 4:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, SARWAT ZAHER and BAHY MARZOUK, who are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name**

The name of this corporation is ZAHER INVESTMENT, INC. The mailing address of the corporation is: 3527 Brookline Drive, Sarasota, FL 34239.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date upon filing of these articles and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Nature of Business**

The corporation is organized to engage in import and export, land development as well as any and all lawful businesses.

## ARTICLE IV

### Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or

invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

## **ARTICLE V**

### **Capital Stock**

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of common stock with a par value of two dollars (\$2.00), which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered agent office of this corporation is 523 South Washington Blvd., Sarasota, Florida 34236 and the name of its initial registered agent at such an address is AYN KASEF.

## **ARTICLE VII**

### **Directors**

The corporation shall have eight directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
SARWAT ZAHER	3527 Brookline Drive Sarasota, Florida 34239
BAHY MARZOUK	3527 Brookline Drive Sarasota, Florida 34239
FAYEZ ZAHER	3527 Brookline Drive Sarasota, Florida 34239
ORIGINEOUS ZAHER	3527 Brookline Drive Sarasota, Florida 34239
EIMAN ELNAGAAP	3527 Brookline Drive Sarasota, Florida 34239
ULANDA MORCOS	3527 Brookline Drive Sarasota, Florida 34239
MARCAL ARMANIOS	3527 Brookline Drive Sarasota, Florida 34239

FLORENCE MARZOUK

3527 Brookline Drive  
Sarasota, Florida 34239

## **ARTICLE VIII**

### **Subscribers**

The name and street address of the incorporators signing these articles of incorporation are:

Name

Address

SARWAT ZAHER

3527 Brookline Drive  
Sarasota, Florida 34239

BAHY MARZOUK

3527 Brookline Drive  
Sarasota, Florida 34239

## **ARTICLE IX**

### **Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

## **ARTICLE X**

### **Indemnification**

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## **ARTICLE XI**

### **Preemptive Rights**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire

such shares, which may be issued at any time by the corporation.

## ARTICLE XII

### Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## ARTICLE XIII

### Amendment

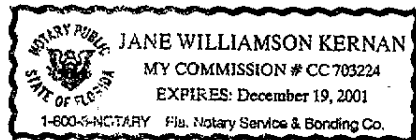
These articles of incorporation may be amended in the manner provided by law.

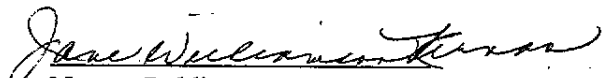
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on Feb. 3, 1998.

  
SARWAT ZAHER

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Feb. 2, 1998  
by SARWAT ZAHER.



  
Notary Public

Personally Known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_

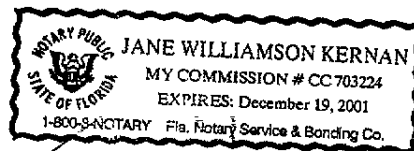
Type of Identification Produced Florida ID 3600-789-52-183-0

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on Feb. 3, 1998.

Bahy Marzouk  
BAHY MARZOUK

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Feb. 3, 1998  
by BAHY MARZOUK.



Jane Williamson Kernan  
Notary Public

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

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

1. The name of the corporation is ZAHER INVESTMENT, INC.
2. The name and address of the registered agent and office is:

AYN KASEF  
523 S. WASHINGTON BLVD.  
SARASOTA, FLORIDA 34236

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED

Feb. 3, 1998

  
for AYN KASEF

**FILED**  
98 FEB 20 PM 4:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA