

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P98000037392**

*LBN Balaguer, Inc.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *Cher*

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*1147*

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

*RP*  
*042498*

**ARTICLES OF INCORPORATION  
OF  
LBN BALAGUER, INC.**

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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE ONE**

The name of the Corporation shall be LBN BALAGUER, INC.

**ARTICLE TWO**

The period of its duration is perpetual.

**ARTICLE THREE**

**SECTION 1: Purposes**

The corporation is organized for the purpose of engaging in the business of real estate investments and other financial investments and any business or actively permitted under the laws of the United States and Florida.

**SECTION 2: Powers**

Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.
- © The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expense actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer or employee, except in relation to a matter as to which he or she shall be adjudged of misconduct in the performance of his or her duty.

## **ARTICLE FOUR**

### **SECTION 1: Shares**

The corporation is authorized to issue 100 of capital stock, all of one class, at \$1.00 par value. The shares shall be common shares (or specify). All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share which shareholders have the right to vote. All common shares shall be entitled to receive the net assets of the corporation upon its dissolution and together have unlimited voting rights.

### **SECTION 2: Pre-Emptive Rights**

The holder of the common shares of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held by the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

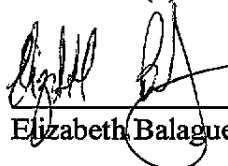
## **ARTICLE FIVE**

The name and address of the initial registered agent of the Corporation is:

Elizabeth Balaguer, Esquire  
2307 Mount Vernon Street  
Orlando, FL 32803

### **Acceptance of Registered Agent**

Having been named to accept Service of Process for the above Corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607-050(3).

  
\_\_\_\_\_  
Elizabeth Balaguer, Esquire

The address of the principal office of the Corporation is:

2307 MOUNT VERNON STREET  
ORLANDO, FL 32803

## **ARTICLE SIX**

### **SECTION 1**

The management of the affairs of the corporation shall be exercised by the Directors.

### **SECTION 2**

The Directors shall have the power to make, alter, amend or repeal the By-Laws, but any By-Laws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

### **SECTION 3**

No contract or other transaction between (1) the corporation and one or more of its shareholders, or (2) between the corporation and any firm of which one or more of its shareholders or directors are members or employees or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees of the corporation, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and shall not be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

The initial Board of Directors shall consist of the following:

ELIZABETH BALAGUER, PRESIDENT

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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#### ARTICLE SEVEN

The name and address of the incorporator(s) signing these Articles of Incorporation is:

ELIZABETH BALAGUER  
2307 MOUNT VERNON STREET  
ORLANDO, FL 32803

#### ARTICLE EIGHT

Each person herein named or hereafter elected an officer of this Corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been an officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such officer.

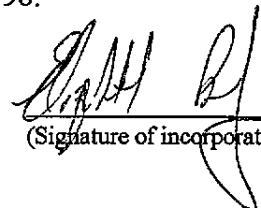
#### ARTICLE NINE

The date when the corporate existence of this Corporation shall commence is **UPON FILING**.

#### ARTICLE TEN

The right is expressly reserved to amend these Articles of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the Corporation Laws of the State of Florida, and the right of all shareholders are expressly made subject to such power or amendment.

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 16 day of April, 1998.


  
(Signature of incorporator)

**STATE OF FLORIDA  
COUNTY OF ORANGE**

Sworn to (or affirmed) and subscribed before me on April 16<sup>th</sup>, 1998 by Elizabeth Balaguer.



Lenice A. DeLuca  
My Commission CC696547  
Expires November 16, 2001

  
\_\_\_\_\_  
Notary Public - State of Florida

\_\_\_\_\_  
(Print, type, or stamp commissioned  
name of notary)

☒ Personally known  
☐ Produced Identification    Type of identification produced \_\_\_\_\_