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FLORIDA PROFIT CORPORATION OR P.A.

YALON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

YALON, INC.

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

YALON, INC.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III
PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

1. To engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.
3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.
4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.
5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and as owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

Prepared By:

and to be returned to:

Ignacio Siberio, Esq

525 N.W. 27th Ave, Ste 100

Miami, Fla 33125.

Phone (305) 643-5900 Fax (305) 643-4583

Fla Bar 207926

IGNACIO SIBERIO, ATTORNEY AT LAW, SUITE 100, 525 NORTHWEST 27TH AVENUE, MIAMI, FLORIDA 33125

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be sixty (60) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

Voting rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their prorata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE V
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any By-Law adopted by stockholders if the stockholders specifically provide such By-Law not subject to amendment or repeal by the Directors.

ARTICLE VI
PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is: ENRIQUE DANIEL YALONETZKY and its registered address in the State of Florida is: 640 South Park Road, Suite 411, Hollywood, Fl 33021.

The Corporation's principal office and the mailing address are: 640 South Park Road, Suite 411, Hollywood, Fl 33021.

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The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be ONE, and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ENRIQUE DANIEL YALONETZKY	640 South Park Road, Suite 411, Hollywood, Fl 33021

The majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of the majority* of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of the majority* of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE IX
STOCKHOLDERS QUORUM AND VOTING

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

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

ARTICLE X
APPROVAL OF STOCKHOLDERS REQUIRED FOR MERGER

The approval of the stockholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI
INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ENRIQUE DANIEL YALONETZKY	640 South Park Road, Apt 411, Hollywood, Fl 33021

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ARTICLE XII
AMENDMENTS

manner: These Articles of Incorporation may be amended in the following

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority voter at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

REGISTERED AGENT ACCEPTANCE

I, ENRIQUE DANIEL YALONETZKY, having been named to accept service of process for YALON, INC., a Florida Corporation, at the place designated herein, do hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

ENRIQUE DANIEL YALONETZKY

IN WITNESS WHEREOF, the undersigned incorporators have set their hands and seals thereto, this January 15, 1999.

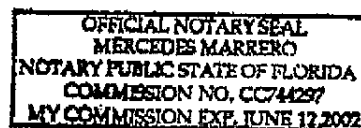
ENRIQUE DANIEL YALONETZKY

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, ENRIQUE DANIEL YALONETZKY, to me personally known or who identified with Florida Driver's License, who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal, this January 15, 1999.

NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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