

*P99000091106*

Requester's Name



Ms. Candace Lopez  
1194 NE 91st St  
Miami, FL 33138

City/State/Zip

Phone #

FILED

99 OCT 11 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. *Lopez And Whiner, Inc.*  
(Corporation Name) (Document #)

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

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

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

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| <input type="checkbox"/> Walk in  | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait          | <input type="checkbox"/> Photocopy             |
|                                   |   | <input type="checkbox"/> Certificate of Status |

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
Lopez and Warner, INC.**

**FILED**  
**99 OCT 11 PM 4:01**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, desiring to form a corporation under the laws of the State of Florida, declares:

**ARTICLE I - NAME**

The name of this corporation is **Lopez and Warner, INC.**

**ARTICLE II - PRINCIPAL ADDRESS**

The principal/mailling address of this corporation is, 1194 NE 91<sup>st</sup> Street, Miami, FL 33138

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 of par value of common stock.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his proportionate share thereof.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this corporation is 1194 NE 91<sup>st</sup> Street, Miami, Florida 33138. The name of the initial registered agent of the corporation is Candace Lopez.

**ARTICLE VI - INCORPORATOR**

The names and addresses of the persons signing these Articles are:

Candace J. Lopez, Pres.,	25% Stock	1194 NE 91 <sup>st</sup> Street Miami, FL 33138
Maria M. Warner, Treas.,	25% Stock	7342 Miami Lake Way S., Miami Lakes, FL 33014
William L. Warner, V. Pres.,	25% Stock	7342 Miami Lake Way S., Miami Lakes, FL 33014
Frederick Lopez, Secretary.,	25% Stock	1194 NE 91 <sup>st</sup> Street Miami, FL 33138

## ARTICLE VII - DIRECTORS

This corporation shall have four directors. The number of directors may be increased or decreased from time to time in such manner as prescribed by the Laws. The names of the initial directors of this corporation are:

Candace J. Lopez,	1194 NE 91 <sup>st</sup> Street, Miami, FL 33138
Frederick Lopez,	1194 NE 91 <sup>st</sup> Street, Miami, FL 33138
Maria M. Warner,	7342 Miami Lake Way S., Miami Lakes, FL 33014
William L. Warner	7342 Miami Lake Way S., Miami Lakes, FL 33014

Directors shall meet at least once a year where the directors appoint corporate officers, ratify acts of the prior year, review important business matters and set broad policy objectives.

Directors must act as a body and can bind the corporation only by actions taken at a board meeting with the necessary quorum. They cannot vote by proxy and their duties must not be delegated to others.

This 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, against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore been or hereafter becoming a director, officer or agent to the corporation or by reason of any action alleged to have been heretofore, or hereafter taken or committed by him as such director or officer or agent. Furthermore, this corporation shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or 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 or agent is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing or such firm so interested shall be disclosed or shall have been made known. Provisions shall not exclude any other right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The directors are to have a fiduciary relationship with the stockholders that presumes utmost good faith and trust. Directors may be personally liable if they exploit their office for personal gain at the expense of the corporation or its stockholders, wrongfully dispose of corporate assets or declare and pay dividends when no surplus or profit exists. In addition, directors will be personally liable if they authorize the issue of unissued stock to themselves for the purpose of converting themselves from minority to majority stockholders, issue, as fully paid, shares of stock not fully paid for, improperly lend corporate funds to stockholders when such funds remain unpaid or uncollectable, or any other such actions which violate the fiduciary trust between the stockholders.

### ARTICLE VIII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Business Corporation Act and the laws of the State of Florida. The purpose of this corporation is to purchase, or otherwise acquire, sell, import, export, distribute and deal in goods, services, and merchandise of any kind of description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

### ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

8th day of October, 1999

Candace J. Lopez  
Subscriber

[Signature]  
Subscriber

Maecy Lewis  
Subscriber

[Signature]  
Subscriber

### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been named to accept service of process for the above corporation at the place designated in Article V hereof hereby accepts such agency.

Candace J. Lopez  
Candace J. Lopez - Registered Agent

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TALLAHASSEE, FLORIDA