

P99000101776

**PINO TILE OF WINTER SPRINGS, INC**

2101 West Atlantic BLVD  
POMPANO BEACH, FL 33069

**FILED**  
99 NOV 18 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

November 14, 1999

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-11/18/99--01063--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation – Pino Tile of Winter Springs, Inc.  
Gentlemen:

Enclosed are the following:

- (1) Articles of Incorporation for corporation as stated above, and
- (2) Check in the amount of \$70.00 in payment for incorporating the above corporation.

Thank you for your courteous attention to the above request. Please forward the Approved articles to my attention.

Yours truly,

  
Peter C Pino

S. Thompson NOV 22 1999

**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**PINO TILE OF WINTER SPRINGS, INC.**

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I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract acting incorporator of a corporation under the Florida General Corporation Act do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I - Name and Address**

The name and address of this Corporation

PINO TILE OF WINTER SPRINGS, INC.  
2101 W. Atlantic Boulevard  
Pompano Beach, FL 33069

**ARTICLE II - Duration**

This corporation shall have perpetual existence commencing on the date of filing of The Articles of Incorporation.

**ARTICLE III - Purpose**

This corporation is organized for the purpose of transacting any and all business. This corporation may engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - Capital Stock**

This Corporation is authorized to issue FIVE HUNDRED (500) SHARES of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

#### **ARTICLE V - Initial Capital**

The amount of capital with which this corporation will begin is FIVE HUNDRED DOLLARS (\$500).

#### **VI - Preemptive Rights ARTICLE**

Every shareholder, upon the sale for cash for any new stock of this Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 2101 West Atlantic Boulevard, Pompano Beach, FL 33069 and the name of the Initial Registered Agent of this Corporation at that address is: PETER C. PINO

### **ARTICLE VIII - Initial Board of Directors**

This Corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the Initial Director of the Corporation is:

NAME

Peter C. Pino                      2101 W. Atlantic Boulevard  
Pompano Beach, FL 33069

This officer shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified.

### **ARTICLE IX - Incorporators**

The name and address of the person signing these Articles of Incorporation is:

NAME

Peter C. Pino                      2101 W. Atlantic Boulevard  
Pompano Beach, FL 33069

### **ARTICLES X - Indemnification**

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### **ARTICLE XI - BY-LAWS**

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

## **ARTICLES XII - Restrictions on Transfer of Stock**

The shares of capital stock of this Corporation shall be issued to the following person in the amount set opposite his name:

PETER C. PINO

FIVE HUNDRED SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

## **ARTICLE XIII - Calling of Special Meeting**

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

## **ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by the proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XV - Management of Corporation By Directors**

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

#### **ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

#### **ARTICLE XVII - Director, Quorum and Voting**

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of ONE HUNDRED PERCENT (100%) of the directors present shall be the act of the Board of Directors.

#### **ARTICLE XVIII - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### **ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

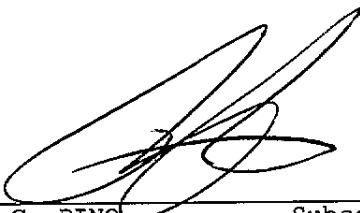
#### **ARTICLE XX - Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Pompano Beach, Florida, this 14th day of November, 1999 for the uses and purposes aforesaid.

  
\_\_\_\_\_  
PETER C. PINO                      Subscriber

**ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT**

THE UNDERSIGNED, having been named to accept service of process for PINO TILE OF WINTER SPRINGS, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 14<sup>th</sup> day of November, 1999

  
PETER C. PINO

Address of Registered Agent:

2101 W. Atlantic Boulevard  
Pompano Beach, FL 33069

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