

CORDIA CORP
Form 8-A12G
March 14, 2005
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

Cordia Corporation

(Exact name of registrant as specified in its charter)

Nevada

11-2917728

(State or other jurisdiction)

(IRS Employer ID No.)

of incorporation)

2500 Silverstar Road, Suite 500, Orlando, Florida 32804

(Address of principal executive office)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

NONE

NONE

Check the appropriate box below:

I I

This form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c)

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This form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d)

Securities Act registration statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act: Common Stock, Par Value \$.001

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ITEM 1. Description of Registrant's Securities to be Registered

Cordia Corporation (Company) is authorized to issue a total of 100,000,000 shares of common stock, having a par value of \$0.001 per share. Each issued and outstanding share of Company common stock represents one vote for each share of common stock hold. Holders of common stock will not have cumulative voting rights in connection with the election of directors and no holder of any of the shares of any class or series of stock or of options, warrants, or other rights to purchase shares or any class or series of stock or of other securities of Company currently have any preemptive right with respect to any shares of the capital stock of Company that may be issued and, therefore, a majority of the shares of outstanding common stock will be able to elect the entire board of directors and, if they do so, minority shareholders would not be able to elect any persons to the board of directors. Company's articles of incorporation and bylaws provide that a majority of the issued and outstanding shares of the Company shall constitute a quorum for shareholders' meetings, except with respect to certain matters for which a different percentage quorum is required by statute. The common stock is not subject to redemption and carries no subscription or conversion rights.

The board of directors has the authority to issue the authorized but unissued shares of common stock without action by the shareholders. The issuance of such shares would reduce the percentage ownership held by persons purchasing common stock in this offering and may dilute the book value of the then existing shareholders. Holders of shares of common stock are entitled to share ratably in dividends, if any, as may be declared, from time to time by the Board of Directors in its discretion, from funds legally available therefore. In the event of a liquidation, dissolution or winding up of Cordia, the holders of shares of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities and the liquidation preference to holders of preferred stock, if any. There are no conversion rights or redemption or sinking fund provisions with respect to the common stock.

ITEM 2. EXHIBITS

I. The following exhibits required in accordance with Part I to the Instructions as to Exhibits on Form 8-A have been included as exhibits to this Registration Statement:

SEC

Exhibit Reference

No.	No.	Title of Document	Location
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3.01	3	Articles of Incorporation and Amendments	Incorporated by Reference from 10QSB May 16, 2000 filed with the SEC on
3.02	3	Bylaws	Incorporated by filed with the SEC Reference from 10QSB on May 16, 2000
4.01	4	Specimen Stock Certificate	Incorporated by Reference from 10KSB April 14,2001 filed with the SEC on

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

Cordia Corp.

By: /s/ Patrick Freeman

Date: March 14, 2005

Patrick Freeman, Chief Executive

Officer, Duly Authorized Officer