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(Requestor's Name)

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(City/State/Zip/Phone #)

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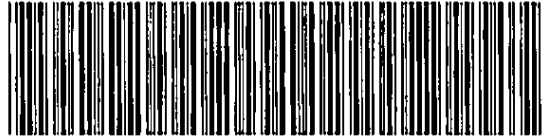
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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18 APR 27 PM 12:48  
FALLS CHURCH, VA

M. MOON  
MAY 03 2018

MERCHANT DOODLE  
c/o Robin K James  
2614 Tamiami Trl N Ste 436  
Naples, FL 34103

April 26, 2018

**RE: Charter Section**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Filings Tel: (850) 245-6051

**Name of Resulting Florida Profit Corporation: MERCHANT DOODLE INC.**

Dear Sir or Madam:

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s.607.1115, F.S.

Please return all correspondence concerning this matter to:

**Robin K. James**  
**Merchant Doodle**  
**2614 Tamiami TRL N Ste 436**  
**Naples, FL 34103**

The Email address to be used for future annual report notification is:

**RobJames@NaplesWebTechnology.com**

For further information concerning this matter, please call:

**Robin K. James at (239) 682-6267**

Also, please find enclosed **Money Order # 17-763809508** in the amount of **\$122.50 USD**, for the payment of the Conversion Fee, the Filing Fees, and the optional Certified Copy and Certificate of Status.

**MERCHANT DOODLE INC.** is a Florida Domestic Corporation for Profit.

Within the limitations allowable by the 2017 Florida Statutes Chapter 607, certain statements and provisions from the Company's Bylaws have been included in these Articles of Incorporation.

When processing is complete, kindly return-mail the Certified Copy and the Certificate of Status to the address listed on this page.

Thank you in advance for your valuable assistance. Sincerely,

Robin K. James

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TALLAHASSEE, FL

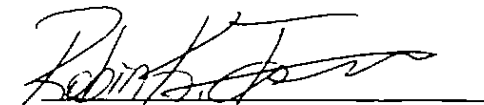
**Certificate of Conversion**  
For  
**“Other Business Entity”**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **“Other Business Entity”** into a **Florida Profit Corporation** in accordance with s.607.1115, Florida Statutes.

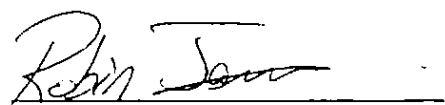
1. **Name of Converting Entity.** The name of the “Other Business Entity” immediately prior to the filing of this Certificate of Conversion is MERCHANT DOODLE LLC. *118-66757*
2. **Entity Type.** The “Other Business Entity” is a Limited Liability Company, first organized, formed, or incorporated under the laws of the State of Florida on March 13<sup>th</sup>, 2018.
3. **Jurisdiction.** The jurisdiction of the “Other Business Entity” has never been changed.
4. **Name of the Florida Profit Corporation.** As set forth in the attached Articles of Incorporation, the name of the Florida Profit Corporation is MERCHANT DOODLE INC.
5. **Authorization.** The membership of the “Other Business Entity” has voted and unanimously approved this Certificate of Conversion and the attached Articles of Incorporation in accordance with the Official Company Agreement and other Governing Documents of the “Other Business Entity”, hereby legally empowering the “Other Business Entity’s” Authorized Representative to execute this Certificate of Conversion.
6. **Effective Date.** The effective date of this Certificate of Conversion and the attached Articles of Incorporation will be the date this instrument is filed by the Florida Department of State, Division of Corporations, notwithstanding the date of execution.

**Signed this 26<sup>th</sup> day of April, 2018.**

Required Signature for  
Florida Profit Corporation:

  
Robin K. James  
Chairman  
Merchant Doodle Inc.

Required Signature on behalf of  
“Other Business Entity”:

  
Robin James  
Authorized Representative  
Merchant Doodle I.L.C.

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18 APR 27 PM 12:48  
TALLAHASSEE

**Articles of Incorporation**  
**MERCHANT DOODLE INC.**  
*A Florida Corporation*

FILED  
18 APR 27 PM 12:49  
TAMPA FLORIDA

**ARTICLE I. NAME**

1.01. *Name.* The name of the entity is MERCHANT DOODLE INC. (the "Company")

1.02. *Fictitious Names.* Pursuant to the Florida "Fictitious Name Act" this Company may legally operate under one or more assumed names. (s.865.09, F.S.)

1.03. *Authority.* This Company is being formed pursuant to Title XXXVI "Business Organizations", Chapter 607 "Florida Business Corporation Act" of the 2017 Florida Statutes.

1.04. *A Corporation for Profit.* This Company is being formed as a Florida Corporation for Profit.

**ARTICLE II. PRINCIPLE OFFICE**

2.01. *Address.* The Street Address of the Principle Office and the Mailing Address of the Company are:

**Principle Office Address:**

Merchant Doodle Inc.  
2614 Tamiami Trail N Ste 436  
Naples, FL 34103

**Mailing Address:**

Merchant Doodle Inc.  
2614 Tamiami Trail N Ste 436  
Naples, FL 34103

**ARTICLE III. SHARES**

3.01. *Authorized Shares.* The aggregate and maximum number of shares this Corporation is authorized to issue is ten-thousand (10,000) shares, all of which shall be of Common Shares, each Common Share having a Par Value of \$1.00. All Common Shares shall be identical with each other in every respect, and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All shares of Common Stock in this Corporation shall have the designation of "Common Shares".

3.02. *Certificates of Shares.* Pursuant to s.607.0625 F.S., this Corporation shall issue certificates for shares of stock in the Corporation. Additionally, each issued certificate for shares of stock in this Corporation shall bear a conspicuous notice of this Corporations "Restrictions on Transfers" provisions.

3.03. *Issuance of Shares.* Pursuant to s.607.0621(1) F.S., these Articles of Incorporation of Merchant Doodle Inc. completely and comprehensively restricts the issue of shares of stock in this Corporation by the Board of Directors of this Corporation and reserves this right to the shareholders of this Corporation. This provision also completely and comprehensively restricts the issue of shares of stock in this Corporation for any consideration determined by the Board of Directors of this Corporation and reserves this right to the shareholders of this Corporation.

3.04. *Share Options.* These Articles of Incorporation of Merchant Doodle Inc. completely and comprehensively restrict the issue of rights, options, and/or warrants for the purchase of shares of this Corporation by the Board of Directors of this Corporation, and also completely and comprehensively restricts the issue of rights, options, and/or warrants for any consideration determined by the Board of Directors of this Corporation. These rights belong exclusively to the shareholders of this Corporation.

## ARTICLE IV. PRE-EMPTIVE RIGHTS

4.01. *Pre-Emptive Rights.* Pursuant to s.607.0630 F.S., "the Corporation elects to have preemptive rights."

4.02. *Shareholders Pre-Emption.* Every existing shareholder of the Corporation is afforded the right(s) to maintain a fixed percentage ownership in this Corporation by purchasing their proportionate *pro rata* share of any unissued shares on the shareholders decision to issue these or any other shares of stock in the Corporation. Every shareholder, upon the sale of any new stock or previously issued stock or previously authorized stock whether issued or unissued, of the Corporation, shall have the right to purchase his/her *pro rata* share thereof (as nearly as may be completed without issuance of fractional shares) at the price at which it is offered to others as subject to and governed by the Official Bylaws of the Corporation.

## ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE

5.01. *Registered Agent.* The Name and the Florida Street Address of the Initial Registered Agent is:

**Registered Agents Inc**  
3030 N. Rocky Point Dr. STE 150A  
Tampa, Florida 33607  
Hillsborough County

5.02. *Registered Office.* The Corporation's Initial Registered Office shall be located at the office of Registered Agents Inc at 3030 N. Rocky Point Dr. STE 150A Tampa, FL 33607 in Hillsborough County, and the Corporation hereby designates Bill Havre, Secretary of Registered Agents Inc, as Registered Agent of the Corporation, to accept service of process within this state, to serve in such capacity until a successor is selected and duly designated. Consent shall be attached to these Articles of Incorporation.

## ARTICLE VI. INCORPORATOR

6.01. *Incorporator.* The name and street address of the Incorporator is:

Robin K. James 10979 Lost Lake Drive, Naples, FL 34105

## ARTICLE VII. PURPOSE

7.01. *Any and All Lawful Business.* Pursuant to s.607.0301 F.S., this Corporation may have any lawful purpose or purposes, and engage in or transact 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.

7.02. *Legal Entity.* Pursuant to s.607.0302 F.S., this Corporation is and maintains the rights of a legal entity. This Corporation claims all but is not limited to the "General Powers" granted to Corporations by the 2017 Florida Statutes.

## ARTICLE VIII. DURATION AND EFFECTIVE DATE

8.01. *Duration.* The Corporation shall have perpetual duration commencing on the date of filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations, unless and until it shall be dissolved pursuant to the laws of the State of Florida and/or these Articles of Incorporation.

8.02. *Effective Date.* The effective date of these Articles of Incorporation is the date this instrument is filed by the Florida Department of State, Division of Corporations, notwithstanding the date of execution.

FILED  
18 APR 27 PM 12:48  
TAMPA, FLORIDA  
DIVISION OF CORPORATIONS

## ARTICLE IX. DIRECTORS AND OFFICERS

9.01. *Board of Directors.* The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by and under the direction of a Board of Directors, as provided in these Articles of Incorporation and the Official Bylaws of the Corporation.

9.02. *Initial Directors.* This Corporation shall have two (2) Directors initially. The names and street addresses of the Initial Directors of the Corporation who shall hold office the first year of the Corporation's existence and/or until their successors are elected by the shareholders are:

|                     |                            |                                      |
|---------------------|----------------------------|--------------------------------------|
| Robin K. James      | Chairman of the Board      | 10979 Lost Lake Dr. Naples, FL 34105 |
| Christina A. Herman | Vice Chairman of the Board | 10979 Lost Lake Dr. Naples, FL 34105 |

9.03. *Number of Directors.* The number of Directors may be increased or decreased by the Board of Directors from time to time with the approval of the shareholders as provided in the Official Bylaws of the Corporation, but shall not consist of less than one (1) Director, nor more than six (6) Directors. The Company's Shareholders reserve the authority to set the exact number of Directors as may be required from time to time.

9.04. *Shareholder Nominations of Director Candidates.* Only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board at an annual or special meeting of shareholders may be made by or at the direction of the Board by any nominating Board Member or by any shareholder of the Corporation entitled to vote for the election of Directors at such meeting, who complies with the procedures set forth in this provision provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Title XXXVI "Business Organizations", Section 607.0705 of the "Florida Business Corporation Act" of the 2017 Florida Statutes.

9.05. *Compensation of Directors.* Pursuant to s.607.08101 F.S., these Articles of Incorporation require that the Compensation of Directors of this Corporation can only be fixed by the two-thirds (66%) vote of the super majority of the shareholders.

9.06. *Vacancy on Board.* Pursuant to s.607.0809 F.S., these Articles of Incorporation require that whenever a vacancy occurs on the Board of Directors of this Corporation, it may only be filled by the two-thirds (66%) vote of the super majority of the shareholders.

9.07. *Officers.* The Officers of this corporation shall be a President, a Secretary, and a Treasurer, and any other such Officers as may be provided for in the Official Bylaws of the Corporation. The qualifications of Officers, the time and manner of electing, appointing, removing, and the duties of duly elected or appointed Officers and the Officers Term(s) of Office shall be as set forth in the Official Bylaws of the Corporation.

9.08. *Liability of Directors.* Pursuant to s.607.0831 F.S., a Director is not personally liable for monetary damages to the corporation or any other person for any statement, vote, or failure to act, regarding corporate management or policy, by a director, unless certain actions further described in statute s.607.0831 F.S. are performed, violated, or otherwise enacted by the said directors' performance of duty(s) and action(s).

## ARTICLE X. INDEMNIFICATION

10.01. *Indemnification.* Pursuant to s.607.0850 F.S., this Corporation shall indemnify and may advance expenses to its Officer(s) and/or Director(s), or any former Officer(s) and/or Director(s), to the fullest extent permitted by law in existence either now or hereafter.

10.02. *Documents Governing Indemnification.* To the fullest extent allowable by law, these Articles of Incorporation, the Official Bylaws of the Corporation, any and all other Governing Documents of Merchant Doodle Inc., and Title XXXVI "Business Organizations", Chapter 607 "Florida Business Corporation Act" of the 2017 Florida Statutes, establishes and governs the indemnification of the Directors, Officers, and the Shareholders of this Corporation.

## ARTICLE XI. GOVERNING DOCUMENTS

11.01. *Governing Documents.* To the fullest extent allowable by law, these Articles of Incorporation, the Official Bylaws of the Corporation, the Minutes of the Corporate Meetings including the Minutes of all Annual Meetings, and all Special Meetings of the Corporation, are to work together cohesively and in unison with Title XXXVI "Business Organizations", Chapter 607 "Florida Business Corporation Act" of the 2017 Florida Statutes, to efficiently and effectively govern Merchant Doodle Inc. Therefore, and pursuant to s.607.0202(2) F.S., these Articles of Incorporation may contain statements on matters other than those required under s.607.0202(1) F.S..

11.02. *Statements in Governing Documents.* These Articles of Incorporation may contain statements, declarations, and/or provisions that may also be contained in the Official Bylaws of the Corporation, and/or the Minutes of the Annual Meetings of the Corporation, and/or the Minutes of the Special Meetings of the Corporation, and/or any shareholders agreements of the shareholders whether made between the shareholders themselves or made between the shareholders of the Corporation and the Corporation.

11.03. *Notice of Official Bylaws In-Force.* Pursuant to s.607.0206(1) F.S., this Corporation has reserved the power to adopt, amend, alter, revise, and restate the Official Bylaws of the Corporation to its shareholders. Additionally, pursuant to s.607.0206(2) F.S., the Bylaws of this Corporation contain provisions for managing the business and regulating the affairs of the Corporation, and specifically limit the scope and ability of Directors of this Corporation to establish personal guarantee(s) and/or execute in writing any legally binding promissory note(s), personal guarantee(s), or other personal instrument(s) to pay any debt(s), obligation(s), or liability or liabilities of the Corporation.

## ARTICLE XII. ADOPTION(S) AND AMENDMENT(S)

12.01. *Articles of Incorporation.* This Corporation, by filing these Articles of Incorporation herewith, adopts these Articles of Incorporation as the Official Governing Document of the Corporation. This adoption and a motion for consideration of the continuance or the restatement of these Articles of Incorporation will be revisited and remade at the 1<sup>st</sup> Meeting of the Shareholders of the Corporation. Adopting, amending, altering, changing, repealing, restating, or updating, these Articles of Incorporation in any manner can only be authorized by the two-thirds (66%) vote of the super majority of shareholders of this Corporation. This Corporation reserves the right to amend, revise, repeal, or restate any and/or all provisions contained in these Articles of Incorporation, or any amendment(s) hereto, subject to the affirming two-thirds (66%) vote of the super majority of this Corporation's shareholders. Any and all amendment(s) to these Articles of Incorporation must be presented in writing to each and every shareholder of the Corporation ten (10) days prior to the meeting at which such amendment(s) and alteration(s) shall be voted upon.

12.02. *Official Bylaws of the Corporation.* This Corporation reserves the right of adoption of the initial Official Bylaws of the Corporation to the shareholders of the Corporation. This Corporation reserves the right to amend, restate, or repeal any provision(s) contained in the Official Bylaws of the Corporation, or any amendment thereto, subject to the affirming two-thirds (66%) vote of the super majority of the shareholders of this Corporation. Any and all such amendments, additions, alterations, changes, restatements, revisions, and/or updates to the Official Bylaws of the Corporation are considered null, void, and without consequence or effect without the afore said two-thirds (66%) vote of the super majority of the shareholders of this Corporation. Any and all amendment(s) to the Official Bylaws of the Corporation must be presented in writing to each and every shareholder of the Corporation ten (10) days prior to the meeting at which such amendment(s) and alteration(s) shall be voted upon.

12.03. *Shareholders Agreements.* This Corporation reserves the right to amend, revise, repeal, or restate any and all provisions contained in any shareholders agreements and/or any agreements of shareholders made between themselves and the Corporation, or any amendment(s) thereto, subject to the affirming two-thirds (66%) vote of the super majority of the shareholders of this Corporation. Any and all amendment(s) to any shareholders agreements of the shareholders of the Corporation must be presented in writing to each and every shareholder of the Corporation ten (10) days prior to the meeting at which such amendment(s) and alteration(s) shall be voted upon.

## ARTICLE XIII. RESTRICTIONS ON TRANSFERS

13.01. *Restrictions on Transfers.* In accordance with and as more fully described and detailed in the Official Bylaws of the Corporation, any and all issuances, sales, transfers, and changes of ownership of the shares of stock in the Corporation are subject to restrictions on transfers.

13.02. *Transfer Authorization.* Pursuant to s.607.0627(4)(c) F.S., any and all transfers of the stock of the Corporation of any class or authorized class of shares whether issued or unissued, requires a majority shareholder approval indicated by the two-thirds (66%) vote of the super majority of the shareholders of this Corporation.

13.03. *Rights of First Refusal.* The rights of first refusal to purchase or acquire the shares of stock of any shareholder of the Corporation desiring to sell, transfer, or otherwise exchange their respective shares of stock, belongs exclusively to the Corporation. In the event the Corporation elects not to purchase or otherwise acquire said shares of stock within twelve (12) months of the offering of shares to be acquired, the remaining shareholders of the Corporation possess the rights of first refusal to be exercised *pro rata*, according to each shareholders' then existing and owned individual shares. The Official Bylaws of the Corporation may contain provisions and clauses establishing and allowing for Joint Tenants with Rights of Survivorship and/or other Outside Survivorship Agreements as special exemptions to these Restrictions on Transfers and/or Rights of First Refusal provisions, with any and all special exemptions being governed by those Official Bylaws of the Corporation.

## ARTICLE XIV. RECORDS AND MEETINGS

14.01. *Corporate Records.* Pursuant to s.607.1601 F.S., this Corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by any committee of the board of directors in place of the board of directors on behalf of the Corporation. This Corporation shall maintain accurate accounting records and also an accurate record of this Corporations shareholders.

14.02. *Annual Meetings.* Pursuant to s.607.0701 F.S., this Corporation shall hold Annual Meetings of its shareholders. These Articles of Incorporation and this provision herein provides that the Annual Meetings of this Corporation and the details thereof be set forth in the Official Bylaws of the Corporation.

14.03. *Special Meetings.* Pursuant to s.607.0702 F.S., this Corporation shall hold Special Meetings. These Articles of Incorporation and this provision herein provide that in order for a Special Meeting of this Corporation to be called, holders of not less than forty-five percent (45%) of the Corporation's Common Shares are required to call said Special Meeting of this Corporations shareholders. This provision herein provides that further details of this Corporations Special Meetings of shareholders may also be set forth in the Official Bylaws of the Corporation.

## ARTICLE XV. NOTICE

15.01. *Methods of Notice.* Pursuant to s.607.01401(9) F.S., "Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. This term includes, but is not limited to, telegrams, cablegrams, telephone transmissions, and transmissions through the Internet.

15.02. *Electronic Transmission as Written Notice.* Pursuant to s.607.0141(1)(a) F.S., "Electronic transmission" is expressly authorized and deemed acceptable as a method of written notice for this Corporations communication(s) with and to shareholders for the purposes of advance notice of meetings, between the shareholders of this Corporation and themselves for these and other purposes, and from the shareholders of this Corporation to this Corporation for these and other purposes, as may also be outlined and further defined in the Official Bylaws of this Corporation.



## ARTICLE XVI. DISSOLUTION

16.01. *Dissolution.* Upon dissolution or winding up of this Corporation, all of the Corporations assets remaining after the payment of all (1) Federal, State, and Local taxes including the filing of any corporate business tax returns and documentation due, (2) Employee wages, Employee benefits, Employee bonuses, (3) Obligations to creditors including loan repayments and interest due, and (4) any other remaining and additional costs and expenses, the Corporations remaining assets shall be disbursed to the shareholders as per, and in accordance with, each shareholders percentage of shares held in the Corporation. Pursuant to s.607.1402(5) F.S., any and all voluntary Dissolution of this Corporation specifically requires the eighty-five percent (85%) vote of the super majority of the shareholders of this Corporation.

## ARTICLE XVII. AUTHORITY

17.01. *Authority and Enabling Law.* This Company is being formed pursuant to Title XXXVI "Business Organizations", Chapter 607 "Florida Business Corporation Act" of the 2017 Florida Statutes.

## ARTICLE XVIII. EFFECTIVENESS OF FILING

18.01. *Penalties for False Filing.* The authorized representative of the Corporation affirms that the person designated as registered agent has consented to the appointment and signs these Articles of Incorporation subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.


18.02. *Affirmation.* In accordance with Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

## ARTICLE XIX. ACKNOWLEDGMENTS

I, the incorporator, acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status with the Florida Department of State.

I, the incorporator submitting these Articles of Incorporation, am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S..

Dated: APRIL 26, 2018



ROBIN K. JAMES  
AUTHORIZED REPRESENTATIVE / INCORPORATOR  
MERCHANT DOODLE INC.

FILED  
18 APR 27 PM 12:49  
TALLAHASSEE

**CONSENT TO SERVE AS REGISTERED AGENT FOR**  
**MERCHANT DOODLE INC.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation. I am familiar with and I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*Bill Havre*

REGISTERED AGENTS SIGNATURE

BILL HAVRE

REGISTERED AGENTS PRINTED NAME  
SECRETARY / REGISTERED AGENTS INC.

04/26/2018

DATE

F I L E D  
18 APR 27 PM 12:49  
SECRETARY  
FALL RIVER, MASS.