

H122/ P19000035582

Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION CELERI BUSINESS SOLUTIONS, INC.

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**ARTICLES OF INCORPORATION
OF
CELERI BUSINESS SOLUTIONS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), as follows:

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**ARTICLE 1
NAME**

The name of the Corporation is Celeri Business Solutions, Inc.

**ARTICLE 2
TERM OF EXISTENCE**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**ARTICLE 3
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 3200 N. Ocean Boulevard, #1008, Fort Lauderdale, Florida 33308.

**ARTICLE 4
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of capital stock, par value \$0.01 per share, which will be designated Common Stock.

**ARTICLE 5
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 3200 N. Ocean Boulevard, #1008, Fort Lauderdale, Florida 33308; and the name of its initial registered agent at such address is John Joseph Fiore.

**ARTICLE 6
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation are:

[Handwritten signature]
4/24/19

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Robert Jacobowitz, Esq.

4855 Technology Way, Suite 630
Boca Raton, Florida 33308

**ARTICLE 7
DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

**ARTICLE 8
OFFICERS**

The manner in which the officers are elected or appointed shall be as provided in the Bylaws. The initial officer of the Corporation is as follows:

President: John Joseph Fiore

**ARTICLE 9
INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

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**ARTICLE 10
BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

**ARTICLE 11
AMENDMENT**

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

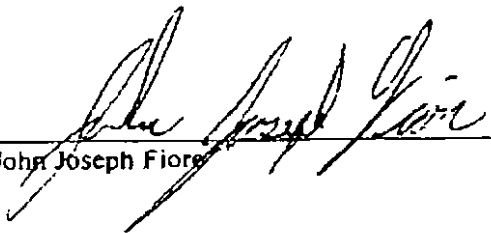
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of April 22, 2019.

/s/ Robert Jacobowitz
Robert Jacobowitz, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in these Articles, John Joseph Fiore hereby accepts the appointment as registered agent and agrees to act in this capacity. John Joseph Fiore further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

Dated: as of April 22, 2019


John Joseph Fiore