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FLORIDA PROFIT/NON PROFIT CORPORATION
C & B Tropical Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
C & B TROPICAL HOLDINGS, INC.
(A Florida For-Profit Corporation)**

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is C & B TROPICAL HOLDINGS, INC. ("Corporation") The principal office address of the Corporation is 9065 Albion Lane, Naples, Florida 34113 and the mailing address of the Corporation is Post Office Box 48014, Kitchener, Ontario N2E4K6, Canada.

**ARTICLE II
PURPOSES**

The Corporation's primary purpose is to engage in real estate investment activities and all other lawful activities associated therewith.

The Corporation may at the direction of the Board of Directors engage in other lawful business activities ancillary to the Corporation's primary purpose.

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**ARTICLE III
NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real, personal or intangible property in connection with the primary purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the primary purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE IV
DIRECTORS**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than One (1) nor more than Five (5) individuals who otherwise qualify as directors under Florida law. The Directors of the Corporation shall be nominated, elected and removed or replaced by the Shareholders of the Corporation as provided in the Bylaws.

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**ARTICLE V
SHARES AND SHAREHOLDERS**

The Corporation is authorized to issue is authorized to issue Thirty-Five Million (35,000,000) Shares of Common and Preferred Stock.

The Corporation shall be authorized to issue in total Thirty Million (30,000,000) Common Shares. The par value of the Common Shares shall be (\$0.0001). The Authorized Common Shares shall be further divided into Two (2) series of Common Shares. Twenty-Six Million (26,000,000) of the Common Shares shall be designated as Series A Voting Common Shares par value (\$0.0001) and Four Million (4,000,000) Series B non-Voting Common Shares par value (\$0.0001).

The Corporation is authorized to issue up to Five Million (5,000,000) shares of preferred stock in one or more series, as designated by the Board of Directors. The preferred shares of each series shall be designated in a manner to distinguish them from preferred shares of all other series.

Authority is expressly granted to the Board of Directors at any time and from time to time before the issuance of any preferred shares of a particular series to determine, within the limits set forth in Section 607.0601 Florida Statutes, the designation of such series, the number of preferred shares to comprise such series and the preferences, limitations and relative rights of such series. Prior to the issuance of any preferred shares of a series so designated by the Board of Directors, the corporation shall file articles of amendment with the Florida Department of State as required by Section 607.0602 Florida Statutes.

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No shareholder shall have preemptive rights.

**ARTICLE VII
BYLAWS; AMENDMENT OF BYLAWS**

The Bylaws of the Corporation may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors coupled with the affirmative vote of two thirds (2/3) of the Shareholders of record at the time of the Vote.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors coupled with the affirmative vote of two thirds (2/3) of the Shareholders of record at the time of the Vote.

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**ARTICLE IX
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is

Wood Buckel and Carmichael, PLLC
2150 Goodlette Road North, Sixth Floor
Naples, Florida 34102

**ARTICLE X
EFFECTIVE DATE**

The Effective Date of these Articles shall be January 1, 2021.

**ARTICLE XI
INCORPORATOR**

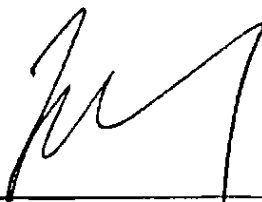
The name and address of the sole incorporator is:

Kevin Carmichael, Esq.
Wood Buckel and Carmichael, PLLC
2150 Goodlette Road North, Sixth Floor
Naples, Florida 34102

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on the 21 day of December 2020.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155,



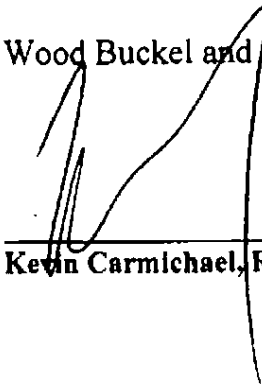
Kevin Carmichael, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity all on the 21 day of December 2020.

Wood Buckel and Carmichael, PLLC


Kevin Carmichael, Registered Agent

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