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FLORIDA PROFIT/NON PROFIT CORPORATION
IDL OAKWOOD INC.

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**ARTICLES OF INCORPORATION
OF
IDL OAKWOOD INC.
(a Florida Corporation)**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is IDL OAKWOOD INC. (hereinafter, the "Corporation").

ARTICLE II - MAILING AND PRINCIPAL ADDRESS

The mailing and principal address of the Corporation is 120 Chemin du Lac Écho, Morin Heights, Quebec J0R 1H0, Canada.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue three (3) classes of shares whose designation and number is: 100 Class A Common, 1,000 Class B Preferred and 10,000,000 Class C Preferred. These classes of shares shall have the rights, privileges, restrictions and conditions as per Schedule 1 attached herewith.

ARTICLE IV - DIRECTORS AND OFFICERS

The name and address of the initial director and officer of the Corporation is:

Corina Lupu – Director, President and Secretary
120 Chemin du Lac Écho
Morin Heights, Quebec J0R 1H0
Canada

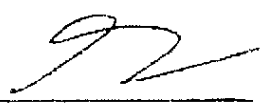
ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Corporation's registered agent are SG Registered Agent, C. 100 E. Palmetto Park Road, Suite 103, Boca Raton, Florida 33432.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Steven Garellek, 1200 E. Palmetto Park Road, Suite 103, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 28th day of July, 2021.



Steven Garellek
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for IDL OAKWOOD INC. at the place designed in Article V of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statues relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of the position as registered agent as provided for in Chapter 607, F.S.

SG Registered Agent LLC

By: 
Steven Garellek, Manager

Dated: July 28, 2021

H21000287049 3

SCHEDULE 1
DESCRIPTION OF CAPITAL STOCK

1. General Provisions

1.1 Classes of Shares. The Corporation is authorized to issue an unlimited number of three (3) classes of shares designated Class A Common, Class B Preferred and Class C Preferred shares, that shall have the following rights, privileges, restrictions and conditions.

2. Class A Common shares

2.1 Voting Rights. The holders of Class A Common shares are entitled to receive notice of, to attend and to vote at all meetings of shareholders. Each Class A Common share carries the right to one (1) vote.

2.2 Dividends. The holders of Class A Common shares are entitled to receive such dividends as are declared and paid from time to time at the discretion of the directors.

2.3 Participation on Dissolution. Upon the liquidation, dissolution or winding-up of the Corporation, the holders of Class A Common shares then outstanding shall be entitled to receive, out of the assets of the Corporation any remaining property to be distributed by the Corporation for the purposes of winding-up its affairs.

2.4 Right to Purchase. The Corporation may at any time and from time to time purchase any issued Class A Common shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

3. Class B Preferred shares

3.1 Voting Rights. The holders of Class B Preferred shares are entitled to receive notice of, attend and to vote at all meetings of shareholders. Each Class B Preferred share carries the right to one hundred (100) votes.

3.2 Dividends. The holders of Class B Preferred shares are entitled to receive, with respect to every financial year, at the discretion of the directors, a non-cumulative dividend on the redemption price of such Class B Preferred shares, at a monthly rate not inferior to 0.01% and not superior to 0.4%.

3.3 Return of Capital. In the event of the liquidation, winding up or dissolution of the Corporation, the holders of Class C Preferred shares are entitled to receive an amount equal to ONE HUNDRED DOLLARS (\$100) per share, together with any dividends declared thereon and unpaid, and no more, the whole in priority to the distribution of any property to the holders of the Class A Common shares.

3.4 Redemption. The Corporation shall upon the demand of any holder thereof redeem any fully paid Class B Preferred share issued by it at a price per share equal to ONE HUNDRED DOLLARS (\$100). At the time of payment of such redemption price, the Corporation shall pay to the holder of said share the amount of any dividend declared thereon and unpaid.

3.5 Right to purchase. The Corporation may at any time and from time to time purchase any issued Class B preferred shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

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4. Class C preferred shares

4.1 Non-Voting. The holders of Class C Preferred shares do not have the right to vote nor their right to receive notice of or to attend shareholders' meetings, except as otherwise specifically provided by the Act.

4.2 Dividends. The holders of Class C Preferred shares are entitled to receive, with respect to every financial year, at the discretion of the directors, a non-cumulative dividend on the redemption price of such Class C Preferred shares, at an annual rate not inferior to 0.5% and not superior to 6%.

4.3 Return of Capital. In the event of the liquidation, winding up or dissolution of the Corporation, the holders of Class C Preferred shares are entitled to receive an amount equal to the redemption price of such shares plus all dividends declared and unpaid on such Class C Preferred shares, the whole in priority to the distribution of any property to the holders of the Class A Common and Class B Preferred shares.

4.4 Redemption. The Class C Preferred shares are redeemable without the consent of the holders thereof at any time at the option of the directors of the corporation upon a notice in writing of seven (7) days specifying the number of Class C Preferred shares to be redeemed. Should less than all of the issued and outstanding Class C Preferred shares be so redeemed, the number of shares so to be redeemed shall be selected, as nearly as may be, proportionately among the then outstanding shares held by each shareholder of record of Class C Preferred shares, as of the date of the redemption notice, disregarding fractions of shares. However, the shares so to be redeemed may be selected in any other manner unanimously approved by the registered holders of all the then outstanding Class C Preferred shares. Until such time as the corporation has paid the full amount of the redemption price, plus all dividends declared thereon and unpaid, the rights of the holder in respect of any Class C Preferred shares to be redeemed continue in full force and effect.

4.5 Redemption Price. The redemption price of a Class C Preferred share is equal to the amount of the consideration received by the corporation upon issue of such share

4.6 Right to purchase. The Corporation may at any time and from time to time purchase any issued Class C preferred shares outstanding from any holder of the same, and such purchase need not be made pro rata from the holders of such shares.

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