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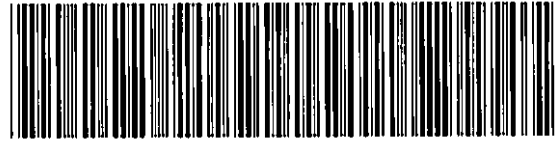
(Business Entity Name)

(Document Number)

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ALLIANCE

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S-COT. ST. & STATE  
JULY 1, 2011, FL.

FILED

# Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 11/10/21

**\*\*WALK IN\*\***

ENTITY NAME Voza Yachts Inc.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX  
Plain Copy

Certified Copy

Certificate of Status

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

\_\_\_\_\_ Certified Copy of Arts & Amendments

\_\_\_\_\_ Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

\_\_\_\_\_ Certificate of Status

\_\_\_\_\_ Certificate of Status Reflecting: \_\_\_\_\_

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$ 78.75

ACCOUNT # 120140000108  
United Corporate  
Services, Inc.

*Keith Leppard*

Please call Tina at the above number for any issues or concerns. Thank you so much!

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
VOZA YACHTS USA INC.**

**In compliance with Chapter 607 and/or 621, F.S. (Profit)**

**ARTICLE I**

**Name**

The name of the corporation shall be VOZA YACHTS USA INC. (the "Corporation").

**ARTICLE II**

**Principal Office and Mailing Address**

The street address of the Corporation's principal office is 249 Kitdare Dr, Delaware, Ohio 43015.

The mailing address of the Corporation is 74 Faircrest Boulevard, Kingston, Ontario K7L 4V1.

**ARTICLE III**

**Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida, as amended from time to time.

**ARTICLE IV**

**Authorized Shares**

The Corporation is authorized to issue an unlimited number of shares designated as Class A common shares, an unlimited number of shares of a second class designated as Class B common shares, an unlimited number of shares of a third class designated as Class C common shares, an unlimited number of shares of a fourth class designated as Class D common shares, an unlimited number of shares of a fifth class designated as Class E common shares, an unlimited number of shares of a sixth class designated as Class F special shares, an unlimited number of shares of a seventh class designated as Class G preference shares. All shares issued are without par value.

**Class A Common Shares:**

1. The holder of each Class A common share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class A common shareholders.
2. The holder of each Class A common share shall be entitled to receive dividends, as and when declared by the directors, out of property properly applicable to the payment of dividends.
3. Subject to the prior claims of the holders of Class F special shares and Class G preference shares, the holder of each Class A common share shall be entitled upon the dissolution, liquidation

or winding up of the Corporation to receive, firstly, an amount equal to the stated capital for such Class A common share, in preference and priority to the claims of the holders of Class B common shares, Class C common shares, Class D common shares and Class E common shares, and secondly, the remaining net assets of the Corporation on a pro rata basis with the holders of Class B common shares, Class C common shares, Class D common shares and Class E common shares according to the number of issued and outstanding Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares after the payment to the holders of Class B common shares, Class C common shares, Class D common shares and Class E common shares of an amount equal to the stated capital for such shares.

Class B Common shares:

1. The holder of each Class B common share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class B common shareholders.
2. The holder of each Class B common share shall be entitled to receive dividends, as and when declared by the directors, out of property properly applicable to the payment of dividends.
3. Subject to the prior claims of the holders of Class A common shares, Class F special shares and Class G preference shares, the holder of each Class B common share shall be entitled upon the dissolution, liquidation or winding up of the Corporation to receive, firstly, an amount equal to the stated capital for such Class B common share, in preference and priority to the claims of the holders of Class C common shares, Class D common shares and Class E common shares, and secondly, the remaining net assets of the Corporation on a pro rata basis with the holders of Class A common shares, Class C common shares, Class D common shares and Class E common shares according to the number of issued and outstanding Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares after the payment to the holders of Class C common shares, Class D common shares and Class E common shares of an amount equal to the stated capital for such shares.

Class C Common shares:

1. The holder of each Class C common share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class C common shareholders.
2. The holder of each Class C common share shall be entitled to receive dividends, as and when declared by the directors, out of property properly applicable to the payment of dividends.
3. Subject to the prior claims of the holders of Class A common shares, Class B common shares, Class F special shares and Class G preference shares, the holder of each Class C common share shall be entitled upon the dissolution, liquidation or winding up of the Corporation to receive, firstly, an amount equal to the stated capital for such Class C common share, in preference and priority to the claims of the holders of Class D common shares and Class E common shares, and secondly, the remaining net assets of the Corporation on a pro rata basis with the holders of Class A common shares, Class B common shares, Class D common shares and Class E common shares according to the number of issued and outstanding Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares after the

payment to the holders of Class D common shares and Class E common shares of an amount equal to the stated capital for such shares.

Class D Common shares:

1. The holder of each Class D common share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class D common shareholders.
2. The holder of each Class D common share shall be entitled to receive dividends, as and when declared by the directors, out of property properly applicable to the payment of dividends.
3. Subject to the prior claims of the holders of Class A common shares, Class B common shares, Class C common shares, Class F special shares and Class G preference shares, the holder of each Class D common share shall be entitled upon the dissolution, liquidation or winding up of the Corporation to receive, firstly, an amount equal to the stated capital for such Class D common share, in preference and priority to the claims of the holders of Class E common shares, and secondly, the remaining net assets of the Corporation on a pro rata basis with the holders of Class A common shares, Class B common shares, Class C common shares and Class E common shares according to the number of issued and outstanding Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares after the payment to the holders of Class E common shares of an amount equal to the stated capital for such shares.

Class E Common shares:

1. The holder of each Class E common share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class E common shareholders.
2. The holder of each Class E common share shall be entitled to receive dividends, as and when declared by the directors, out of property properly applicable to the payment of dividends.
3. Subject to the prior claims of the holders of Class A common shares, Class B common shares, Class C common shares, Class D common shares, Class F special shares and Class G preference shares, the holder of each Class E common share shall be entitled upon the dissolution, liquidation or winding up of the Corporation to receive, firstly, an amount equal to the stated capital for such Class E common share, and secondly, the remaining net assets of the Corporation on a pro rata basis with the holders of Class A common shares, Class B common shares, Class C common shares and Class D common shares according to the number of issued and outstanding Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares.

Class F Special shares:

1. The holder of each Class F special share shall have the right to one vote for such Class F special share at all meetings of shareholders other than at meetings of only holders of another class of shares.
2. The holder of each Class F special share shall not be entitled to receive dividends.

3. The Class F special shares shall be redeemable, in whole or in part, on 30 days' notice, at any time at the option of the Corporation or the holder, for an amount equal to the pro rata portion of the redemption amount of the Class F special shares to be redeemed, together with all declared and unpaid dividends.

4. The redemption amount of each Class F special share is hereby fixed at \$1.00.

5. In the event of the liquidation, dissolution, or winding-up of the Corporation, the holder of each Class F special share shall be entitled to receive the pro rata portion of the redemption amount for such share, and no more, in preference and priority to the claims of the holders of Class A common shares, Class B common shares, Class C common shares, Class D common shares, Class E common shares and Class G preference shares.

#### Class G Preference shares:

1. The holder of each Class G preference share shall not have the right to vote at meetings of shareholders other than at meetings of only the Class G preference shareholders.

2. The holder of each Class G preference share shall be entitled to receive, as and when declared by the directors, non-cumulative cash dividends, out of monies properly applicable to the payment of dividends, at a rate to be determined by the directors not to exceed 8% per annum calculated on the redemption amount for such share.

3. The Class G preference shares shall be redeemable, in whole or in part, on 30 days' notice, at any time at the option of the Corporation or the holder, for an amount equal to the pro rata portion of the redemption amount of the Class G preference shares to be redeemed, together with all declared and unpaid dividends.

4. The redemption amount of each Class G preference share shall be an amount equal to the fair market value of the property transferred to the Corporation in exchange for Class G preference shares, as of the date of exchange, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation for the purchase, acquisition or exchange of such property, divided by the total number of Class G preference shares issued as consideration for such property. The redemption amount shall be determined by the directors in accordance with generally accepted accounting principles and standard valuation procedures; provided that should any taxing authority subsequently allege the redemption amount should be other than the amount so determined by the directors or should make or propose to make an assessment on the basis that any benefit or advantage is conferred upon any person by reason of the said acquisition of such shares, then the redemption amount of such Class G preference shares shall be deemed always to have been an amount equal to the pro rata portion of the total fair market value of the said property, less the amount of any non-share consideration, if any, paid, assumed or delivered by the Corporation for the purchase, acquisition or exchange of such property, as determined by the auditors or external accountants of the Corporation after they have consulted with such taxing authority or as finally determined by a court of competent jurisdiction and after all rights of appeal have been exhausted. If the pro rata redemption amount so determined exceeds the pro rata amount previously paid on the redemption of any Class G preference shares, the excess shall be deemed to be a debt of the Corporation payable on demand to the shareholders whose Class G preference

shares were redeemed. If the redemption amount so determined is less than the amount previously paid on any such redemption, the difference shall be a debt payable on demand to the Corporation by the shareholders whose Class G preference shares were redeemed. It is further stated that any subsequent adjustment to the redemption amount as contemplated herein shall not operate to adjust any dividend or dividends previously declared on the Class G preference shares.

5. Subject to the prior claims of the holders of Class F special shares, the holder of each Class G preference share shall be entitled upon the dissolution, liquidation or winding up of the Corporation to receive the pro rata portion of the redemption amount for such share, together with all declared and unpaid dividends accumulated thereon, in preference and priority to the claims of the holders of Class A common shares, Class B common shares, Class C common shares, Class D common shares and Class E common shares.

General:

1. Except as expressly provided herein, the directors may declare and pay dividends on any class of shares of the Corporation to the exclusion of any other class of shares of the Corporation.

2. Notwithstanding anything contained herein, no dividend shall be paid on any class of shares unless sufficient assets remain in the Corporation to fully meet the redemption requirement of the Class F special shares and Class G preference shares.

#### **ARTICLE V Initial Officers and/or Directors**

The initial officers and directors are:

Tiago Caldas – Director, President  
Address – 74 Faircrest Boulevard, Kingston, Ontario K7L 4V1

Toby Toth – Director, Secretary  
Address – 217 County Road 29, Consecon, Ontario K0K 1T0

Lora Berry – Director  
Address – 249 Kitdare Drive, Delaware, Ohio 43015

#### **ARTICLE VI Registered Agent**

The street address of the Corporation's registered office is 3458 Lakeshore Drive, Tallahassee, Florida 32312. The name of its registered agent at such office is United Corporate Services, Inc.

#### **ARTICLE VII Incorporator**

The name and address of the incorporator is Richard J. Day, Esq., Barclay Damon LLP, 200 Delaware Avenue, Suite 1200, Buffalo, New York 14202.

*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.*

/s/ Michael A. Barr, President  
Registered Agent

November 9, 2021  
Date

*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 in s.817.155, F.S.*

/s/ Richard J. Day  
Incorporator

November 9, 2021  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FL