



# Articles of Incorporation

## Anamnesis Enterprises Incorporated

### Article I

#### NAME:

The name of the corporation shall be Anamnesis Enterprises Inc.

### Article II

#### ADDRESSES:

The mailing address and the street address for the corporation shall be:

7901 4th St N STE 300  
St. Petersburg, FL 33702

### Article III

#### PURPOSE

The purposes for which the corporation is organized is to engage in any lawful act of activity for which a corporation may be organized under the general corporation laws of the State of Florida.

Including but not limited to the following:

- a) Shall have rights, privileges and powers as may be conferred upon corporations by any existing law.
- b) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized
- c) Shall have power to have succession by its corporate name for the period limited in its certificate of articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
- d) Shall have power to sue and be sued in any court of law or entity.
- e) Shall have power to make contracts.
- f) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such: real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by device or bequest in the State of Florida, or in any other state, territory or country.

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STATE OF FLORIDA

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- g) Shall have power to appoint such officers and agents, as the affairs of the corporation shall require and allow the suitable compensation.
- h) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Florida, for the management, regulation, and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
- i) Shall have power to wind up and dissolve itself, or be wound up and dissolved.
- j) Shall have power to adopt and use common seal or stamp, and alter the same at its pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or non-use shall not in any way affect the legality of the document.
- k) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- l) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations of the State of Florida, or any other state or government, and, while owners of such stock, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers, privileges, of ownership, including the right to vote, if any.
- m) Shall have power to purchase, hold, sell, and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property to fund.
- n) Shall have power to hold meetings and keep the books, documents, and papers outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the directors except as otherwise required by the laws of the State of Florida. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
- o) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects or the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

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p) Shall have power make donations for the public welfare or for charitable, scientific or educational purposes.

q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

**Article IV  
SHARES**

This corporation is authorized to issue one class of capital stock to be designated "Common Stock." The total number of shares of common stock which this Corporation is authorized to issue is One million (1,000,000) shares of Common Stock having a par value of \$0.001 each share. The holders of the Common Stock shall have one (1) vote per share on each matter submitted to a vote of shareholders. Each share shall be entitled to the same dividend and liquidation rights. The capital stock of this corporation, after the amount of the subscription price has been paid in, shall never be assessable, or assessed to pay debts of this corporation.

**Article V  
PREMPTIVE RIGHTS**

No preemptive rights, as that term is defined under § 607.0630, Fla. Stat. (2021), shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

**Article VI  
CUMULATIVE VOTING**

The shareholders of this corporation shall not be entitled to cumulative voting at the election of any directors.

**Article VII  
Directors**

The members of the governing board of this Corporation shall be styled directors and number thereof at the inception, of this Corporation, shall be (2). The director(s) need not be shareholders of this Corporation, nor residents of the State of Florida. The number of directors may from time to time be increased or decreased in such a manner as shall be provided for by the bylaws of the Corporation. The name and post office address of the person(s) who are to serve as the initial director(s) until the first annual meeting of the shareholders of the Corporation, or until their successors are duly elected and qualified as set by the bylaws of the Corporation is as follows:

**Name**

**Kenneth M. Boggs Jr.**  
**Chinita Boggs**

**Address**

P.O. Box 567, Sanderson, Florida 32087  
P.O. Box 567, Sanderson, Florida 32087

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**Article VIII**  
**CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST**

Any contract or other transaction between this Corporation and one or more of its directors, or between this Corporation or any corporation, firm, association, or other entity, of which one or more of this Corporation's directors are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding the participation of such director or directors of such actions, by voting or otherwise, even though the presence or vote, or both, of such director or directors might have been necessary to obligate this Corporation upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the directors acting on such, contract or transaction.

**Article IX**  
**INDEMNIFICATION**

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the Florida Statutes, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Statutes are amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the full extent permitted by the Florida Statutes, as so amended, without any requirement of further action by the shareholders.

The corporation shall indemnify any individual made a party to a proceeding because that individual incurred by the individual in advance of final disposition of the proceeding, without regard to the limitations in the § 607.0851-607.0859, Fla. Stat. (2021), or any other limitation which may hereafter be enacted, to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

Any repeal or modification of this Article by the shareholders of this Corporation shall not adversely affect any right or any individual who is or was a director of the corporation which existed at the time of such repeal or modification.

**Article X**  
**RIGHT TO AMEND ARTICLES OF INCORPORATION**

This Corporation reserves the right to amend or repeal any of the provisions contained in its Articles of Incorporation, in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

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**Article XI  
BYLAWS**

The Bylaws of this Corporation shall be initially approved by The Board of Directors, and thereafter may be altered rescinded by a majority vote of the directors at a duly called meeting of the Board of Directors in accordance with these Articles of Incorporation. The Board of Directors shall have the power to adopt, amend, or repeal the bylaws of this corporation, subject to the power of the shareholders to amend or repeal such bylaws. The shareholders shall also have the power to adopt, amend, or repeal the bylaws of this corporation.

**Article XII  
INCORPORATOR INFORMATION**

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

**Name**

**Kenneth M. Boggs Jr.**

**Address**

P.O. Box 567 Sanderson, Florida 32087

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IN WITNESS WHEREOF, I the undersigned being the sole incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Provisions under the § 607 Fla. Stat. (2021) of the State of Florida, do make and file these Articles of Incorporation, hereby certifying that the facts herein stated are true, and I have accordingly hereunto set my hand this 31<sup>th</sup> day of October, 2021.



Signed  
Kenneth M. Boggs Jr.

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TALLAHASSEE, FL

**Article XIII  
INITIAL REGISTERED AGENT**

The initial registered agent of the Corporation shall be:

Florida Registered Agent LLC  
7901 4th St N STE 300  
St. Petersburg, FL 33702

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IN WITNESS WHEREOF, I have set my hand and seal this 31<sup>th</sup> day of October, 2021

*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*

*Bill Hance*

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Required Signature/Registered Agent

Dated: October 31<sup>th</sup>, 2021

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