

To: The Florida Dept. of State  
Subject: 000163.120359

From: Ashley Smith

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**FOREIGN PROFIT/NONPROFIT CORPORATION  
HEART PLACID, INC.**

Certificate of Status	0
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Page Count	11
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Corporate Filing Menu

Help

J. Burek MAR 2 2010

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Heart Placid, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ontario, Canada

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. December 30, 2009

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 47155 State Road 62, Bowling Green, Florida 33834

(Principal office address)

P.O. Box 51, Parrish, Florida 34219

(Current mailing address)

8. \_\_\_\_\_

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Diane Trammell

Office Address: 47155 State Road 62

Bowling Green

(City)

, Florida 33834

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Thierry Mesana

Address: 47155 State Road 62, Bowling Green, Florida 33834

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Thierry Mesana

Address: 47155 State Road 62, Bowling Green, Florida 33834

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: Rene Mesana

Address: 47155 State Road 62, Bowling Green, Florida 33834

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. THIERRY MESANA, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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Industry Canada

Industrie Canada

**Certificate  
of Incorporation**

**Canada Business  
Corporations Act**

**Certificat  
de constitution**

**Loi canadienne sur  
les sociétés par actions**

SECRETARY OF STATE  
TREASURY  
TALLAHASSEE, FLORIDA

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Heart Placid Inc.

730414-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the *Canada Business Corporations Act*.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la *Loi canadienne sur les sociétés par actions*.

Richard G. Shaw  
Director - Directeur

December 30, 2009 / le 30 décembre 2009

Date of Incorporation - Date de constitution

Canada

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Industry Canada Industrie Canada

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION  
REPORT

ARTICLES OF  
INCORPORATION  
(SECTION 6)

RAPPORT DE LA TRANSACTION  
ÉLECTRONIQUE

STATUTS CONSTITUTIFS  
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société  
Heart Placid Inc.

2. The province or territory in Canada where the registered office is to be situated -  
La province ou le territoire au Canada où se situera le siège social  
ON

3. The classes and any maximum number of shares that the corporation is authorized to issue -  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 1 Maximum: 10

6. Restrictions, if any, on business the corporation may carry on -  
Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)	Address (including postal code) - Adresse (inclure le code postal)
THIERRY MESANA	5, DAVIDSON DRIVE, OTTAWA, ONTARIO, CANADA, K1J 6L7

Signature
THIERRY MESANA

Canada

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**Item 3 - Shares / Rubrique 3 - Actions**

The Corporation is authorized to issue:

1. An unlimited number of voting Class A Common shares without par value;
2. An unlimited number of non-voting Class B Common shares without par value;
3. An unlimited number of non-voting Class A Preferred shares without par value;

THE RIGHTS, PRIVILEGES, RESTRICTIONS AND CONDITIONS, ATTACHING TO EACH CLASS OF SHARES ARE AS FOLLOWS:

1. The Class A Common Shares shall have attached thereto the following:

**VOTING:**

(a) The holders of the Class A Common Shares shall be entitled to one (1) vote per share at all meetings of the shareholders except meetings (if any) at which only holders of a specified class of shares are entitled to vote.

**DIVIDENDS:**

(b) The holders of Class A Common Shares may be entitled to receive and the Corporation may pay to them, in the discretion of the board of directors and to the extent that the board shall so determine any moneys, from time to time in any fiscal year of the Corporation properly applicable to the payment of dividends.

2. The Class B Common Shares shall have attached thereto the following:

**VOTING:**

(a) The holders of the Class B Common Shares shall not be entitled to receive notice of, to attend, nor to vote at any meetings of shareholders.

**DIVIDENDS:**

(b) The holders of Class B Common Shares may be entitled to receive and the Corporation may pay to them, in the discretion of the board of directors and to the extent that the board shall so determine any moneys, from time to time in any fiscal year of the Corporation properly applicable to the payment of dividends.

3. The Class A Preferred Shares shall have attached thereto the following:

**VOTING:**

(a) Except as provided by law, and as hereinafter specifically provided, the holders of the Class A Preferred Shares shall not be entitled to receive notice of or to vote at any meetings of shareholders but shall be entitled to receive notice of any meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation, and shall be entitled to vote upon a proposal to amend the articles or to perform any other action which would have for effect to add to, remove or change the rights, privileges, restrictions or conditions attached to the Class A Preferred shares.

**DISTRIBUTION OF PROPERTY:**

(b) In the event of the liquidation, dissolution or the winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders, the holders of Class A Preferred Shares shall be entitled to receive, before any amount shall be paid or any property or assets of the Corporation distributed to the holders of any class of common shares, such amount as is equal to the aggregate Redemption Price of all then issued and outstanding Class A Preferred Shares.

**REDEMPTION:**

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(c) In these share conditions, the following words and phrases shall have the following meanings:

"Redemption Amount" of each Class A Preferred Share means the sum of one dollar (\$1.00);

"Redemption Price" of each Class A Preferred Share means the Redemption Amount plus an amount equal to all dividends which have at the relevant time been declared or accrued on the share but which have not been paid (if any).

(d) Subject to the Act, the Corporation may redeem the whole or any part of the Class A Preferred Shares on payment for each share to be redeemed of the Redemption Price. In case a part only of the then outstanding Class A Preferred Shares is at any time to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors so determine, and may be redeemed pro rata, disregarding fractions, and the directors may make such adjustment as may be necessary to avoid the redemption of fractional parts of shares.

(e) In the case of the redemption of any of the Class A Preferred Shares, the Corporation shall, unless notice is waived by the holder of any such shares, at least thirty (30) days before the date specified for redemption (the "Redemption Date") mail to the holder or holders of the Class A Preferred Shares a notice in writing of the Corporation's intention to redeem such Class A Preferred Share. Such notice shall set out the effective date of the redemption and the Redemption Price and, if part only of the shares held by the person to whom such notice is addressed is to be redeemed, the number thereof so to be redeemed.

(f) On the Redemption Date, the Corporation shall pay or cause to be paid to or to the order of the registered holder, in the discretion of the Corporation, either by delivery of a demand promissory note or by cheque payable at any branch in Canada of one (1) of the Corporation's bankers for the time being, the Redemption Price on presentation and surrender, by the registered holder, of the certificates representing the shares being redeemed at the head office of the Corporation or any other place designated in the notice. If a part only of the Class A Preferred Shares represented by any certificates is being redeemed, a new certificate of the balance shall be issued by the Corporation.

(g) From and after the Redemption Date, the Class A Preferred Shares called for redemption shall cease to be entitled to dividends and their holders shall not be entitled to exercise any of the rights of shareholders in respect of the shares.

(h) The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any shares, to deposit the Redemption Price of the shares called for redemption, or of such of the shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof, to a special account in any branch in Canada of one (1) of the Corporation's bankers payable to or to the order of the holders of such shares upon presentation and surrender to such bank of the certificates representing such shares, and upon such deposit being made or upon the dates specified for redemption in such notice, whichever is the later, the shares in respect whereof such deposit shall have been made, shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest the Redemption Price for such shares against presentation and surrender of the certificates for such shares.

**RETRACTION:**

(i) Subject to the Act, a registered holder of any Class A Preferred Shares shall be entitled to require the Corporation to redeem the whole or any part of the outstanding Class A Preferred Shares registered in the name of the holder on the books of the Corporation.

(j) A holder of Class A Preferred Shares to be redeemed shall tender to the Corporation at its registered office a request in writing specifying (i) that the holder desires to have the whole or any part of the Class A Preferred Shares registered in his name redeemed by the Corporation and (ii) the business day, which (unless notice is waived by the Corporation) shall be not less than thirty (30) days nor more than ninety (90) days after the day on which the request in writing is given to the Corporation, on which the holder desires to have the Corporation redeem the shares (the "Redemption Date"), together with the share certificates, if any, representing the Class A Preferred Shares which the registered holder desires to have the Corporation redeem.

(k) On receipt from a holder of Class A Preferred Shares of a request in writing together with the share certificates issued and outstanding in the name of the holder, the Corporation shall, on the Redemption Date, redeem the shares by paying to the holder of each share to be redeemed an amount equal to the Redemption Price. This payment shall be made, in the discretion of the Corporation, either by delivery of a demand promissory note or by cheque payable at any branch in Canada of one of the Corporation's bankers for the time being. If a part only of the Class A Preferred Shares represented by any certificate is redeemed, a new certificate for the balance shall be issued by the Corporation.

(l) The Class A Preferred Shares shall be redeemed on the Redemption date and from that date the shares shall cease to be

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(l) The Class A Preferred Shares shall be redeemed on the Redemption date and from that date the shares shall cease to be entitled to dividends and their holder shall not be entitled to exercise any of the rights of shareholders in respect of the shares.

**DIVIDENDS:**

(m) The holders of Class A Preferred Shares may be entitled to receive and the Corporation may pay to them, in the discretion of the board of directors and to the extent that the board shall so determine any moneys, from time to time in any fiscal year of the Corporation properly applicable to the payment of dividends.

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**Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions**

(a) The Corporation shall not make a distribution to the public of any of its securities.

(b) In the absence of any provisions contained in any shareholder agreement or buy-sell agreement between the shareholders, no share or shares of any class of the Corporation shall be transferred by any shareholder unless and until the Directors of the Corporation have either by (i) a resolution passed by the Board of Directors, or (ii) an instrument in writing signed by a majority of the Directors, approved or authorized such transfer, and unless and until such share or shares have first been offered to the Corporation in the following manner:

(i) Such shareholder desiring to sell or transfer shares shall give notice thereof in writing to the Secretary-Treasurer of the Corporation specifying the number and price of the shares to be transferred or sold;

(ii) The Corporation shall have the right for a period of ten (10) days from the date of giving of the notice of the availability for purchase of such shares, to purchase such shares or a portion thereof as it may desire;

(c) In the event that the Corporation does not purchase all or any of the shares offered for sale to the Corporation pursuant to subparagraph (ii) above, such share or shares shall first be offered for sale to the shareholders of the same class at a price not exceeding the price specified in the notice given by the shareholder to the Corporation and in the following manner:

(i) Such shareholder desiring to sell or transfer shares shall give notice thereof in writing to the Secretary of the Corporation specifying the number and price of the shares to be transferred or sold;

(ii) The other shareholders of the same class shall have the right for a period of ten (10) days from the date of giving of a notice from the Secretary of the availability for purchase of such shares, to purchase such shares or a portion thereof as they may desire pro rata to the number of shares in the Corporation already held by them, provided that the pro rata portion of such shares which any shareholder of such class shall not desire to purchase shall be available to shareholders desiring to purchase pro rata to the number of shares which shareholders desiring to purchase have agreed to purchase.

(iii) If within the ten (10) day period described in subparagraph (ii) above, all or any of the shares offered for sale shall not be purchased by other shareholders of the same class, then such unpurchased shares may be sold, to any person at a price not less than the price specified in the notice given by the shareholder if such sale is effected within a period of a further thirty (30) days.

(d) Nothing in this Article contained shall prevent the hypothecation or pledge of any shares by any shareholder to secure any moneys borrowed by him or to secure any indebtedness of the Corporation, but any person or Corporation to whom any such shares shall be hypothecated or pledged shall as to any further transfer be bound by all the provisions hereof.

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**Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale**

None

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**Item 7 - Other Provisions / Rubrique 7 - Autres dispositions**

- (a) That the board of directors may from time to time, in such amounts and on such terms as it deems expedient:
- (i) borrow money on the credit of the Corporation;
  - (ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other evidences of indebtedness or guarantee, secured or unsecured) of the Corporation;
  - (iii) to the extent permitted by the Canada Business Corporations Act (as from time to time amended) give directly or indirectly financial assistance to any person by means of a loan, a guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - (iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.
- (b) That subject to the provisions of the Canada Business Corporations Act, the Corporation shall have a lien on the shares registered in the name of a shareholder who is indebted to the Corporation to the extent of such debt.

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