

Division of Corporations

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**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : EDWARDS WILDMAN PATMER LLP
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
eventplicity Inc.**

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Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. eventplicity 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. DELAWARE

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

3. _____

(FEI number, if applicable)

4. July 8, 2014

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 747 SW 2nd Avenue, IMB #17

(Principal office address)

Gainesville FL 32601

(Current mailing address)

8. Engage in all lawful activities or business permitted in the State of Florida.

(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: Bryan Edelstein

Office Address: 747 SW 2nd Avenue, IMB #17

Gainesville FL, Florida 32601

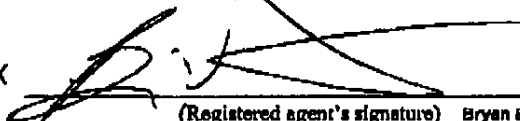
(City)

(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.

X



(Registered agent's signature) Bryan Edelstein

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORSDirector: **Bryan Edelstein**~~Chairman:~~

Address: c/o eventplicity Inc., 747 SW 2nd Ave., IMB #17, Gainesville FL 32601

Director: **Marc Meisel**~~Vice Chairman:~~

Address: c/o eventplicity Inc., 747 SW 2nd Ave., IMB #17, Gainesville FL 32601

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: **Bryan Edelstein**~~Vice President:~~

Address: c/o eventplicity Inc., 747 SW 2nd Ave., IMB #17, Gainesville FL 32601

Vice President: _____

Address: _____

Secretary: **Bryan Edelstein**~~Treasurer:~~

Address: c/o eventplicity Inc., 747 SW 2nd Ave., IMB #17, Gainesville FL 32601

Treasurer: **Bryan Edelstein**~~Secretary:~~

Address: c/o eventplicity Inc., 747 SW 2nd Ave., IMB #17, Gainesville FL 32601

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

12. ☒ 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. **Bryan Edelstein, President**

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EVENTPLICITY INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JULY, A.D. 2014, AT 5:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

14 JUL 22 AM 8:22
SECRETARY OF STATE
DELAWARE

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140930503

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1517919

DATE: 07-08-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:52 PM 07/08/2014
FILED 05:38 PM 07/08/2014
SRV 140930583 - 5565111 FILE

Certificate of Incorporation
of
eventplicity Inc.

eventplicity Inc. hereby adopts this Certificate of Incorporation pursuant to the provisions of the General Corporation Laws of the State of Delaware.

ARTICLE I
NAME

The name of the corporation is eventplicity Inc. (the "Corporation").

ARTICLE II
REGISTERED OFFICE

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19808, and the name of the registered agent at such address is Corporation Service Company.

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 Delaware, as the same may be amended and supplemented from time to time (the "DGCL").

ARTICLE IV
CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock, par value \$0.001 per share.

ARTICLE V
PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI
LIMITATION ON LIABILITY: INDEMNIFICATION

To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the

DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the stockholders of the Corporation or (ii) amendment to the DGCL shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VI at the time of such repeal or amendment.

ARTICLE VII AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Delaware, and all rights herein conferred upon stockholders are granted subject to such reservation.

ARTICLE VIII MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide.

ARTICLE IX
COMPROMISES OR ARRANGEMENTS
WITH CREDITORS AND STOCKHOLDERS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholder of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE X
NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator is Bryan Edelstein, 747 SW 2nd Avenue, IMB #17, Gainesville FL 32601.

(Incorporator's Signature on Next Page)

The undersigned incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of July, 2014.



Bryan Edelstein, Incorporator