

N 14000008750

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

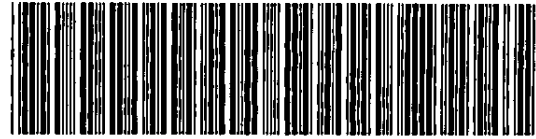
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/19/14

MARTIN DAVID BERG, P.A.  
Attorney at Law

REC

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14 SEP 18

14 SEP 18 PM 1:46

19 West Flagler Street  
Suite 401, Biscayne Bldg.  
Miami, Florida 33130  
(305) 371 - 1631

August 20, 2014

SECRET  
TALLAHASSEE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301  
Attention: Claretha Golden

Re: Freedom's Choice, Inc.  
Ref. No.: W14000040846

Dear Ladies/Gentlemen:

As you are aware, this office represents (the incorporator of) the above-captioned not for profit corporation.

I enclose herewith an original and two copies of the Articles of Incorporation of the said corporation, which contains a Designation of (and Acceptance by) Registered Agent.

In response to your letter of August 11, 2014, the Articles were edited to change the wording in Article XII to refer to "Principal Office; Registered Agent" as opposed to "Registered Office and Agent".

You previously received my trust account check no. 7235 in the sum of \$87.50, representing the following:

1. Filing fee for Articles of Incorporation	\$35.00
2. Registered Agent Designation	35.00
3. Certificate of Status	8.75
4. Certified Copy - Articles (5 pages)	8.75
	<u>\$87.50</u>

As I previously said, the e-mail address for future Annual Report notification is: rollitandsmokeit8@gmail.com

Given you have already reviewed the Articles, I trust you can now process this matter as quickly as possible and send the Certificate of Status and certified copy of the Articles of Incorporation to the undersigned as attorney for the said corporation.

Very truly yours,

  
MARTIN DAVID BERG

MDB/mmi

enclosures: Articles of Incorporation(3)

cc: Freedom's Choice, Inc.

**MARTIN DAVID BERG, P.A.**  
**Attorney at Law**

19 West Flagler Street  
Suite 401, Biscayne Bldg.  
Miami, Florida 33130  
(305) 371 - 1631

June 27, 2014

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
14 SEP 18 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Freedom's Choice, Inc.

Dear Ladies/Gentlemen:

This office represents (the incorporator of) the above-captioned not for profit corporation.

Enclosed herewith please find an original and two copies of the Articles of Incorporation of the said corporation, which contains a Designation of (and Acceptance by) Registered Agent.

Also enclosed is my trust account check no. 7235 in the sum of \$87.50 is enclosed. This check represents the following:

1. Filing fee for Articles of Incorporation	\$35.00
2. Registered Agent Designation	35.00
3. Certificate of Status	8.75
4. Certified Copy - Articles (5 pages)	8.75
	<u>\$87.50</u>

The e-mail address for future Annual Report notification is:  
[rollitandsmokeit8@gmail.com](mailto:rollitandsmokeit8@gmail.com)

Please process this matter as quickly as possible and send the Certificate of Status and certified copy of the Articles of Incorporation to the undersigned as attorney for the said corporation.

Very truly yours,



MARTIN DAVID BERG

MDB/mmi

enclosures: Articles of Incorporation(3), trust acct. check no. 7235  
cc: Freedom's Choice, Inc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 11, 2014

MARTIN DAVID BERG, ESQUIRE  
19 WEST FLAGLER STREET  
SUITE 401, BISCAYNE BLDG.  
MIAMI, FL 33130

SUBJECT: FREEDOM'S CHOICE, INC.  
Ref. Number: W14000040846

We have received your document for FREEDOM'S CHOICE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 714A00017182

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2014

MARTIN DAVID BERG, ESQUIRE  
19 WEST FLAGLER STREET  
SUITE 401, BISCAYNE BLDG.  
MIAMI, FL 33130

SUBJECT: FREEDOM'S CHOICE, INC.  
Ref. Number: W14000040846

We have received your document for FREEDOM'S CHOICE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 114A00014282

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
FREEDOM'S CHOICE, INC.  
a Florida corporation not for profit

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
Name

The name of this corporation is FREEDOM'S CHOICE, INC.

ARTICLE II.  
Purposes and Powers

This corporation is organized exclusively for one or more of the purposes permitted by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, including specifically for such purposes:

To provide an organization for cigarette smokers who wish to unite to assure their rights;

To enroll members and self-govern as an association of members, and to associate its members together for their mutual benefit to achieve any of the purposes or objects of a nonprofit corporation acting for the benefit of members;

To provide for fractional ownership of cigarette equipment (the "Equipment") to share expenses for the personal use of the Equipment, to maintain, repair, sell or dispose of the Equipment as necessary, and;

To provide for the scheduling of usage of the Equipment; all by and for its members.

This corporation is authorized to engage in any lawful act or activity for which non profit corporations may be organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes and to do anything which shall appear necessary or beneficial to the corporation in connection with (a) its operation, (b) accomplishment of its purposes, or c) exercise of its powers set forth in these Articles.

Nothing in these Articles shall be interpreted as authorizing or permitting this corporation to manage or operate any real or personal property for profit or for commercial use.

ARTICLE III.  
Duration

The period of duration of this corporation is perpetual.

ARTICLE IV.  
Members

There shall be one class of memberships, which shall be limited to natural persons who are fractional owners of the Equipment. The bylaws of the corporation may define and fix the duties and responsibilities of the members and prescribe such other terms and conditions upon which members shall be admitted to

ARTICLES OF INCORPORATION OF FREEDOM'S CHOICE, INC.  
a Florida corporation not for profit

or removed from membership in the corporation not inconsistent with these articles of incorporation.

Voting. Members shall not be entitled to vote, except with respect to those matters as may be established by resolution of the Board of Directors to be submitted to a vote of members. Voting privileges and procedures in such cases shall be established by the bylaws.

ARTICLE V.  
No Capital Stock

This corporation is formed not for profit and shall not be authorized to issue capital stock of any kind.

ARTICLE VI.  
Directors

The members of the governing Board shall be known as Directors. The powers and duties, number, qualifications, terms of office,, manner of election time and criteria for removal of directors shall be as set forth in the bylaws of the corporation.

The initial Board of Directors shall consist of three Directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Jay Pierre	15050 N.E. 20 Avenue, North Miami, Florida 33180
Eli Vizel	15050 N.E. 20 Avenue, North Miami, Florida 33180
Ben Schlomo	15050 N.E. 20 Avenue, North Miami, Florida 33180

ARTICLE VII.  
Bylaws

Bylaws of the corporation may be adopted by the Board of Directors at any regular or special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The Board of Directors shall provide in the bylaws rules and regulations for the management and administration of the corporation. The authority to make, alter, amend or repeal any or all of the bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors, *provided however*, the Board of Directors may provide in the bylaws a manner in which voting members may also adopt changes or make new bylaws.

ARTICLES OF INCORPORATION OF FREEDOM'S CHOICE, INC.  
a Florida corporation not for profit

ARTICLE VIII.  
Limitation of Director Liability

A director of this corporation shall not be personally liable to this corporation or its members 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. or (ii) 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 applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation is hereby eliminated or limited to the fullest extent permitted by law. as so amended, without any requirement of further action by directors or members. Any amendment to or repeal of this section shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE IX.  
Indemnification

This corporation shall indemnify and hold harmless each individual who is or was serving as a Director or officer of this corporation or who, while serving as a Director or officer of this corporation, is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic company, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any and all liability incurred with respect to any proceeding to which the individual is or is threatened to be made a party because of such service, and shall make advances of reasonable expenses with respect to such proceeding, to the fullest extent permitted by law, without regard to the limitations in Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes; provided that no such indemnity shall indemnify any Director or officer from or on account of (a) acts or omissions of the Director or officer finally adjudged to be intentional misconduct or a knowing violation of law; or (b) any transaction with respect to which it was finally adjudged that such Director or officer personally received a benefit in money, property, or services to which the Director or officer was not legally entitled.

This corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the corporation or, who, while a Director, officer, employee, or agent of the corporation, is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic company, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee, or agent; whether or not this corporation would have power to indemnify the individual against such liability under Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

If, after the effective date of this section, applicable law is amended to authorize further indemnification of directors or officers, then Directors and officers of this corporation shall be indemnified to the fullest extent permitted by the Act as so amended.



ARTICLES OF INCORPORATION OF FREEDOM'S CHOICE, INC.  
a Florida corporation not for profit

To the extent permitted by law, the rights to indemnification and advance of reasonable expenses conferred in this section shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the bylaws, agreement, vote of members or disinterested Directors, or otherwise. The right to indemnification conferred in this section shall be a contract right upon which each Director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this section shall not adversely affect any right or protection of a Director or officer of this corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

If any provision of this section or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this section and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected.

ARTICLE X.  
Additional Provisions

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Upon the winding up or dissolution of this corporation, its assets remaining after payment, or provision for, or payment of, all debts and liabilities of this corporation shall be transferred or conveyed to an organization or organizations engaged in activities substantially similar to those of this corporation, or as may be specified in a plan of distribution adopted as provided by the Florida Nonprofit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE XI.  
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation in any manner now or hereafter permitted by statute. All rights of members of this corporation and all powers of directors of this corporation are granted subject to this reservation.

ARTICLE XII.  
Principal Office; Registered Agent

The address of the initial principal office of the Company in the state of Florida is 145 E. Flagler Street, Unit 8A, Miami, Florida 33131. The initial registered agent for the Company is Jay Pierre of 15050 N.E. 20 Avenue, North Miami, Florida 33180. The Division may mail notices to the latter address.

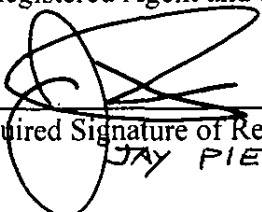
ARTICLES OF INCORPORATION OF FREEDOM'S CHOICE, INC.  
a Florida corporation not for profit

ARTICLE XIII.  
Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jay Pierre	15050 N.E. 20 Avenue, North Miami, Florida 33180

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.

  
Required Signature of Registered Agent  
JAY PIERRE

June 26, 2014  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.

  
Required Signature of Incorporator  
JAY PIERRE

June 26, 2014  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA