

PO 30000 10197

R. GARCIA-POLEDO
9130 SW 134 PLACE
MIAMI, FL 33186

(City/State/Zip/Phone #)

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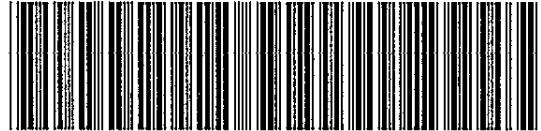
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ARTICLES OF INCORPORATION
OF

NutraPower, inc.

ARTICLE I

NAME:

The name of this corporation is:

NutraPower, Inc.

ARTICLE II

PURPOSE:

This corporation may engage in any aspect of the sale and distribution of dietary supplements, botanical products, nutritional products and health products in general, domestically or internationally; may also be engaged in the purchase of components of said products or the finished products. May also engage in the trade and international business related or unrelated to the products mentioned above. Besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$ 0.01 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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ARTICLE V

RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI

MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AGENT

The initial registered office, and mailing address of the corporation is: 9130 S. W. 134th Place, Miami, Florida 33186-1534, and the registered Agent is: Rafael Garcia-Toledo, at 9130 S. W. 134th Place, Miami, Florida 33186.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws. Initially, the following persons shall be the directors of this corporations:

Rafael Garcia-Toledo	9130 S.W. 134 Place, Miami, Florida 33186
Susan W. Pattis	12247 S. W. 116 Lane Miami, Florida 33186
George N. Pattis	12247 S. W. 116 Lane Miami, Florida 33186
Luisa M. Garcia-Toledo	9130 S. W. 134 Place Miami, Florida 33186

ARTICLE VIII
INCORPORATORS

The names and addresses of the person or persons signing these articles are:

Name

Street Address:

Rafael Garcia-Toledo

9130 S.W. 134 Place
Miami, FL 33186-1534

ARTICLE IX
OFFICERS

This corporations shall have the officers described in its by -laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporator, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any parties refuses to appoint the attorney or certified public accountant the, any party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountant nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The corporation shall bear the cost incurred in the selection and functioning of the panel and shall have its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII
DATE OF COMMENCEMENT.

The effective date of this corporation is the date of filing by Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Article of Incorporation, this 17th day of January, 2003.

Rafael Garcia-Toledo
Rafael Garcia-Toledo

State of Florida.

County of Miami-Dade.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE
The foregoing instrument was acknowledged before me this 17th day of Jan., 2003, by RAFAEL GARCIA-TOLEDO
☒ who is personally known to me or has produced a driver's license as identification and did not take an oath.
☐ Personally known to me, or
☒ Produced identification: 6623-720-390450
Type of I.D. Valencia
SEAL NOTARY PUBLIC Eddier F. Valencia
State of Florida, Large City Commission # 153851

BEFORE ME, the undersigned authority, personally appeared, Rafael Garcia-Toledo who are personally know to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same, this 17th day of January, 2003.

Eddier F. Valencia
Notary Public, State of Florida
Printed

Name: EDDIER F. VALENCIA

My commission expires:



EDDIER F. VALENCIA
MY COMMISSION # DD 153851
EXPIRES: September 29, 2006
Bonded Thru Budget Notary Services

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designed above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

Rafael Garcia-Toledo
Rafael Garcia-Toledo
Registered Agent