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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

h & h company usa, inc.

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ARTICLES OF INCORPORATION

OF

H & H Company USA, INC.

ARTICLE I
NAME

The name of the corporation shall be:

H & H Company USA, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

1745 Palm Cove Blvd. #305
Delray Beach, FL 33445

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock

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TALLAHASSEE, FLORIDA

PREPARED BY: TIM A. SHANN, P.A.
522 N.W. 53 STREET #420
BOCA RATON, FL 33487
(561) 886-5580
BOX NO. 268431

**ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be require to constitute a quorum at a meeting of shareholders.

**ARTICLE VII
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and street address of the initial registered agent is:

Dan Helmer
1745 Palm Cove Blvd. #305
Delray Beach, FL 33445

**ARTICLE IX
INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Dan Helmer
1745 Palm Cove Blvd. #305
Delray Beach, FL 33445

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as

follows:

Dan Helmer
1745 Palm Cove Blvd. #305
Delray Beach, FL 33445

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 18 day of April, 2007.

Signature(s) of the incorporator(s)

X Dan Helmer

Dan Helmer

Typed Name of Incorporator

Typed Name of Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: **H & H Company USA, INC.**
2. The name and address of the registered agent and office is:

**Dan Helmer
1745 Palm Cove Blvd. #305
Delray Beach, FL 33445**

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: X Helmer

DATE: 04/16/2007

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