

P08000077144

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

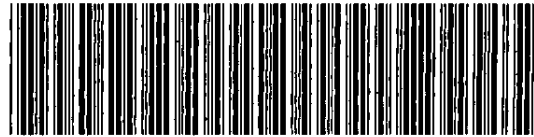
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

2589-2554

W08-36605



800133853828

08/04/08--01010--016 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 AUG 20 PM 12:32

gf 8/20/08

# COVER LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 20 PM 12:32

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Grabschaendung Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Mike Bitting, CEO  
Name (Printed or typed)

2383 Tamiami Trail South, Suite D  
Address

Venice, Florida 34293  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 AUG 20 PM 12:32

August 4, 2008

MIKE BITTING, CEO  
2383 TAMiami TRAIL SOUTH  
SUITE D  
VENICE, FL 34293

SUBJECT: GRABSCHAENDUNG INC.  
Ref. Number: W08000036605

We have received your document for GRABSCHAENDUNG INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

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) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 308A00044421

RECEIVED  
08 AUG 20 AM 8:00  
2008 AUG 20 08:00 AM  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

GRABSCHAENDUNG INC.

A Florida Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 20 PM 12:32

I, the undersigned, being the original incorporator named herein, for the purpose of forming a corporation according to and in compliance with the provisions set forth in Chapter 607, Florida Statutes, also known as the Florida Business Corporations Act, to do business both within and without the state of Florida, do create and file these Articles of Incorporation.

I hereby declare that the facts stated herein are true.

Article 1 - Name

The name of the corporation shall be Grabschaendung Inc.

Article 2 - Address

The address of the corporation shall be 2383 Tamiami Trail South, Suite D, Venice, Florida 34293.

Article 3 - Registered Agent and Registered Office

Section 3.1 - Registered Agent. The name of the corporation's registered agent is Mike Bitting.

Section 3.2 - Registered Office. The address of the registered office is 2383 Tamiami Trail South, Suite D, Venice, Florida 34293

Article 4 - Stock

Section 4.1 - Number and Class. The total number of voting shares of common stock authorized and issued is one hundred thousand (100,000) at \$.001 par value.

Section 4.2 - No Preemptive Rights. Unless decided otherwise by the Board of Directors, no holder of the corporation's stock shall have any preference, preemptive right, or right of subscription to acquire any shares of the corporation's stock authorized, issued or sold or to be authorized, issued or sold, and convertible into shares of the corporation, nor to any right of subscription thereto.

Section 4.3 - Non-Assessability of Shares. The corporation's stock shall in no way be subject to assessment to pay any debt incurred by the corporation, nor for any other purpose, and no stock issued, be said stock held internally or externally, shall be assessable or assessed. The corporation's Articles of Incorporation shall not be amended to allow this under any circumstance or circumstances.

Article 5 - Directors

Section 5.1 - Governing Board. The member or members of the governing board shall be styled as Directors.

Section 5.2 - Initial Board of Directors. The initial Board of Directors shall consist of at least one (1) but no more than four (4) members. The name and address of an initial member of the initial Board of Directors is as follows:

| <u>Name</u>  | <u>Address</u>   |
|--------------|--|
| Mike Bitting | 2383 Tamiami Trail South, Suite D, Venice, Florida 34293 |

This individual shall serve as both Director and as Board of Directors.

Section 5.3 - Change in the Number of Directors. The number of Directors may be increased or decreased by a duly adopted amendment to these Articles of Incorporation.

#### Article 6 - Incorporator

The name and address of the incorporator is Mike Bitting, 2383 Tamiami Trail South, Suite D, Venice, Florida 34293.

#### Article 7 - Period of Duration

The corporation shall have a constant, indefinite existence.

#### Article 8 - Directors' and Officers' Liability

No Director or Officer of the corporation shall be held personally liable for damages for breach of fiduciary duty as a Director or Officer. Any modification to this article shall not change this premise.

#### Article 9 - Indemnity

Section 9.1 - Non-Liability in Business Dealings. No Director or Officer shall be held personally liable for damages for any transaction, agreement, deal, or any other activity engaged in or entered into in the course of transacting the corporation's business.

Section 9.2 - Non-Liability for All Corporate Debts. No Director or Officer shall be held personally liable for damages for any debt or obligation incurred by the corporation.

Section 9.3 - Non-Liability in Civil and Criminal Matters. No Director or Officer shall be held personally liable for damages in any civil dispute, civil lawsuit or other civil action, nor shall any Director or Officer be held personally liable in any way in any criminal proceeding.

Section 9.4 - Premises of Article to Remain Intact. Any modification to this article shall keep the three above-referenced premises fully intact and functional.

#### Article 10 - Further Indemnity

Section 10.1 - Basis of Article. The premises outlined in this article are based on the provisions set forth in Chapter 607.0302, Florida Statutes.

Section 10.2 - Power to Sue. The corporation reserves the power to sue, but not to be sued. The corporation reserves the power to complain, defend its corporate name, and defend against all adversaries by whatever means it deems necessary and proper.

Section 10.3 - No Cooperation With Law Enforcement. No Director or Officer of the corporation shall cooperate in any way with any law enforcement agency, nor shall any Director or Officer cooperate with or be party to any investigation, action or proceeding by any law enforcement agency.

Section 10.4 - No Acceptance of Subpoenas. With the exception of the Florida Department of Legal Affairs, the corporation shall not accept any subpoena issued, delivered or served by any attorney, paralegal, law enforcement agency, judicial body, government agency, or any public or private agency, corporation, company, outfit or individual. Any modification to this article will not change this premise.

Section 10.5 - Sovereignty of Corporate Records. With the exception of a lawful subpoena by the Florida Department of Legal Affairs, no Director or Officer of the corporation shall provide or cause to be provided any corporate records, including but not limited to accounting records, internal memos, market research documents, transcripts and e-mails, to any attorney or paralegal, or to any law enforcement agency, government agency, judicial body, or to any public or private agency, corporation, company, outfit or individual. Any modification to this article will not change this premise.

Section 10.6 - No Frivolous Lawsuits. The corporation reserves the power to reject and refuse, among other methods, to be a party to any and all lawsuits, motions, lis pendens filings and other actions filed on frivolous grounds or on frivolous legal theories or presumptions, known as "idiot-proofing" lawsuits. The corporation retains sole and ultimate discretion in determining which matters constitute "idiot-proofing" lawsuits and in deciding the proper method or methods in dealing with them. Any modification to this article will not change this premise.

Section 10.7 - Actions Taken By Outside Attorneys. Any action taken by any outside attorney or paralegal, including but not limited to lawsuits, motions and lis pendens filings, against the corporation for the purposes of acquiring legal leverage, harassment or intimidation, will not be tolerated. The corporation reserves the power to deal with such attorneys and paralegals, as well as the firms, partnerships, professional associations, companies, corporations and businesses they work for, by whatever means it may deem necessary to remedy the situation. The corporation retains sole and ultimate discretion in determining the aforementioned means. Any modification to this article will not change this premise.

Section 10.8 - Application of Articles of Incorporation to Subsidiaries and Affiliates. The terms of these Articles of Incorporation shall apply in entirety to any and all subsidiaries, affiliates, representative offices and satellite companies of the corporation. Any modification to this article will not change this premise.

Section 10.9 - Application of Articles of Incorporation to Businesses Held By Corporation. Any business, firm, company, corporation or limited liability company which is owned wholly or in part by Grabschaendung Inc., Capulus Investment Group or other holding company set up by Grabschaendung Inc. or Capulus Investment Group for the purpose of holding business ownership, may fall under the protections set forth in these Articles of Incorporation, particularly Articles 9 and 10. These protections shall be afforded to the business, firm, company, corporation or limited liability company by way of written confirmation, in English, signed by the Director. The corporation retains sole and ultimate discretion in determining which businesses, firms, companies, corporations and limited liability companies shall receive the aforementioned protections. Any modification to this article will not change this premise.

## Article 11 - Corporate Structure

Section 11.1 - Director's Percentage of Interest in Corporation. The Director shall own one hundred (100) percent of the corporation's voting common stock. However, the Director may, as he may deem practical, issue any percentage of the corporation's voting common stock up to twenty (20) percent to any other Director. Any such issuance may be done as a grant or in consideration of any monetary sum the Director may set.

Section 11.2 - Director's Voting Power. The Director, otherwise known as the individual named in Article 5, Section 5.2 of these Articles of Incorporation, shall have sole voting authority on all issues and matters pertaining to the corporation. All other Directors shall be considered Minority Directors, and as such their voting power shall be based on each individual Minority Director's pro rata share of interest in the corporation. The exact extent of each Minority Director's voting power shall be determined by the Director.

Section 11.3 - Director's Rights and Responsibilities. The Director shall be responsible for all operations conducted by the corporation, as well as for the smooth and efficient operation of the corporation in the course of day-to-day operations. The Director may take any course of action he sees fit to take to keep the corporation operating in a smooth and efficient manner.

Section 11.4 - Subsidiaries and Affiliates. The corporation reserves the power to establish and operate subsidiaries, affiliates, representative offices and satellite companies, both within and without the state of Florida and outside the United States, for any reason including, but not limited to, furthering the corporation's business objectives, seeking out and tapping markets, and asset and capital preservation.

Section 11.5 - Power to Reverse Incorporate. The corporation shall have the power to reverse incorporate in any jurisdiction outside the United States for any reason whatsoever. The decision to reverse incorporate the corporation shall be left exclusively to the Director.

Section 11.6 - Fiscal Year. The corporation's fiscal year shall begin and end on July 1.

Section 11.7 - Director's Benefits. The corporation may bestow on the Director any benefit it sees fit to bestow. The corporation may also bestow benefits on any Minority Director. The decision to bestow benefits, and the action or actions necessary to bestow benefits, on the Director or on any Minority Director shall be left exclusively to the Director. The Director may also take any action he sees fit to bestow any benefit or benefits on the Director or on any Minority Director.

## Article 12 - Holding Meetings and Taking Votes

Section 12.1 - Annual Meetings. Annual meetings shall be scheduled, arranged and held at the corporation's discretion, but annual meetings shall be held no later than the end of any fiscal year, July 1. The corporation may hold annual meetings anywhere within or without the state of Florida.

Section 12.2 - Voting Power. The Director shall retain sole, ultimate and exclusive voting power on all issues and matters pertaining to the corporation. If existent, Minority Directors shall be accorded voting power based on each individual Minority Director's pro rata share of interest in the corporation.

Section 12.3 - Other Meetings. In addition to the annual meeting, any other meeting may be scheduled, arranged and held by the corporation as needed.

#### Article 13 - Succession

The Director shall have the power to choose a successor to take his place if and when he feels it's necessary to do so. The corporation reserves the power to qualify and train any successor. However, before the successor may take the position of Director of the corporation, he must agree, in writing and in English, to any set of terms set out by the Director, otherwise known as the individual named in Article 5, Section 5.2 of these Articles of Incorporation.

#### Article 14 - Dissolution

Dissolution of the corporation shall take place under only one of two events:

- (1) If the Director dies and no successor has been chosen to succeed him; or
- (2) If the Director determines that such an action is necessary for any reason whatsoever.

The corporation shall be dissolved only through written Articles of Dissolution, in English.

Outside administrative dissolution or judicial dissolution, the only way the corporation can be dissolved from the outside is by an individual authorized, in writing and in English, by the corporation to handle its affairs. If no such individual exists, the corporation shall simply cease all business operations and become a "ghost corporation."

Even administrative dissolution or judicial dissolution will never completely destroy the corporation. The corporation's name, memory, spirit and deeds shall forever live on.

#### Article 15 - Amending Articles of Incorporation

Any amendment to these Articles of Incorporation or to the Corporate Bylaws shall be in writing, in English, and signed and dated by the Director. Furthermore, any written amendment to these Articles of Incorporation or to the Corporate Bylaws must include a date when said amendment will go into effect. If no date is provided, the effective date will be the date on which the amendment is signed by the Director.

#### Article 16 - Other Provisions

Section 16.1 - Studies and Research Groups. The corporation may organize, direct and finance studies and research groups for any reason including, but not limited to, identifying, researching and tapping potential markets, analyzing trends, and developing business strategies.

Section 16.2 - Assets Held Independently of Subsidiaries and Affiliates. With the exception of Capulus Investment Group, all assets held by the corporation shall be held independently from any and all subsidiaries, affiliates, representative offices and satellite companies of the corporation.

Section 16.3 - Legal Counsel. Legal counsel shall be sought out and/or retained as needed.



Section 16.4 - Movement of Capital and Other Assets. The corporation shall have the power to move any and all capital and assets held by the corporation to any jurisdiction within or without the state of Florida or outside the United States, for any reason whatsoever. This section shall also apply to any and all capital and assets held by any subsidiary, affiliate, representative office or satellite company of the corporation.

Section 16.5 - Reservation of Unspecified Powers. The corporation shall reserve all powers and authority granted and conveyed in Chapter 607, Florida Statutes that aren't mentioned in these Articles of Incorporation or in the Corporate Bylaws.

Section 16.6 - No Conflict of Interest. There shall be no conflict of interest whatsoever in any aspect of the corporation's procedures or policies in regard to any deal, transaction, relationship or contract entered into by the corporation.

Section 16.7 - No "Setting Aside" Corporation. The corporation shall not be "set aside" for any reason.

-----

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.

Mike Bitting

Signature - Registered Agent

August 18, 2008

Date

Mike Bitting

Signature - Incorporator

August 18, 2008

Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 AUG 20 PM 12:32