

PD9000001517

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

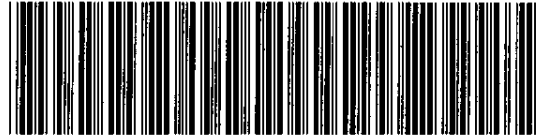
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~6008-55889~~

Office Use Only



800139042408

12/16/08--01021--013 **78.75

FILED

2009 JAN -5 AM 8:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
1/8

COVER LETTER

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

SUBJECT: Transformation Health Nutrition Naturals (THNN), 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: Amy L. Vinson
Name (Printed or typed)

5318 Starkill PL
Address

Tampa, FL 33624
City, State & Zip

866-949-6325
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2008

AMY L. VINSON
5318 STARKILL PL
TAMPA, FL 33624

SUBJECT: TRANSFORMATION HEALTH NUTRITION NATURALS (THNN)
INC.
Ref. Number: W08000055889

We have received your document for TRANSFORMATION HEALTH NUTRITION NATURALS (THNN) 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):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

Letter Number: 608A00060725

January 2nd 2009

RECEIVED
DEPARTMENT OF STATE

09 JAN -6 PM 2:45

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: TRANSFORMATION HEALTH NUTRITION NATURALS, INC.

Ref: Document Number W08000055889

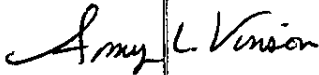
Following your request for the amendments of the above Corporation prior to filling, we have now amended the attached Articles of Incorporation as requested by removing the abbreviation THNN.

The name of the corporation is Transformation Health Nutrition Naturals, Inc.

We hope the amended document satisfactorily meets your requirement.

Thank you.

Yours sincerely,



Amy L. Vinson
5318 Starhill Place, Tampa FL 33624

Articles of Incorporation
Of
Transformation Health Nutrition Naturals, Inc.

FILED
2009 JAN -5 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of Florida Statutes.

Article 1 – NAME

The name of the Corporation is Transformation Health Nutrition Naturals, Inc., (hereinafter "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the law of the United States and of the State of Florida

The Corporation is being formed for the following purposes:

- A. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- B. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the object herein mentioned.
- C. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers of this Corporation or which at any time appear conducive thereto or expedient.

ARTICLE 3 – PRINCIPAL OFFICE

The initial address of the principal place of business of this Corporation is 5318 Starhill, Tampa FL 33624.

The mailing address of the Corporation is: PO Box 23402, Tampa FL 33623.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Amy L Vinson
5318 Starhill Place,
Tampa, FL 33624

Article 5 – OFFICERS

The initial Officers of this Corporation shall be:

President: Amy L. Faith Vinson
Secretary: Tina Penno
Treasurer: Valerie Munoz

Whose address shall be as follows:

Amy L. Vinson
5318 Starhill Place
Tampa FL 33624

Tina Penno
4412 Ridgeline Circle
Tampa FL 33624

Valerie Munoz
4412 Ridgeline Circle
Tampa FL 33624

Officers shall be appointed at such time and in such manner as provided in the Bylaws. The terms and conditions of appointment of officers are stipulated in each officer's agreement with the corporation and in accordance with the Corporation's Bylaws. Other officers will be appointed as at when required by the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Directors of the Corporation shall be:

Amy L. Faith Vinson
Tina Penno
Valerie Munoz

Whose address shall be as follows:

Amy L. Vinson
5318 Starhill Place
Tampa FL 33624

Tina Penno
4412 Ridgeline Circle
Tampa FL 33624

Valerie Munoz
4412 Ridgeline Circle
Tampa FL 33624

A. NUMBER AND TERM OF DIRECTORS

The Corporation must have at least (1) director and no more than thirteen (13) directors at all times. The Corporation's Board shall consist of not less than one director, with the exact number to be fixed from time to time by resolution of the Board. The Directors shall be appointed by majority vote of the Common Stock Holders of the corporation. Each Director will be appointed to serve on the Board of the Corporation for a stipulated term and time. On expiration of term the Director may be reappointed subject to the approval of majority of the Common Stock shareholders. The Board of Directors shall be elected as such time and in such manner as provided in the Bylaws.

B. DIRECTOR VACANCIES; REMOVAL

Whenever any vacancy on the Corporation's Board shall occur due to death, resignation, retirement, disqualification, removal, expiration of term, the Common Stock majority shareholders shall appoint a Director to fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders of the Corporation and qualified.

Shareholder of the Corporation may remove a director from office prior to the expiration of his or her term, with or without cause by an affirmative vote of at least a majority of the voting power.

ARTICLE 7: CAPITAL STOCK

This Corporation is authorized to issue difference classes and series of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation shall have authority to issue is One Hundred Million (100,000,000) shares, of common stock, par value 0.0001 per share (the "Common Stock"). The total number of Preferred Stock which this Corporation is authorized to issue is Ten Million (10,000,000) shares of preferred stock, par value 0.0001 per share (the "Preferred Stock"). The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

A. PROVISIONS RELATING TO THE PREFERRED STOCK

The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series of adopted by the Board of Directors of the Corporation (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix in state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof; if any, with respect to any classes or series;
- (d) whether or not the share of any class or series shall be redeemable, and, if redeemable, the redemption price or prices, the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption.
- (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking fund or funds are established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preferences to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which the dividends shall accumulate;
- (g) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation.
- (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and un-issued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series un-issued shares of the Preferred Stock designated

for such class or series, and the shares so subtracted shall become authorized, un-issued and undesignated shares of the Preferred Stock.

B. PROVISION RELATING TO THE COMMON STOCK.

The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. In addition to voting rights, holders of common stocks shall have "preemptive rights." Preemptive rights allow Common Stock holders to maintain their proportional ownership in the company in the event that the company issues another offering of stock. This means that common shareholders with preemptive rights have the right but not the obligation to purchase as many new shares of the stock as it would take to maintain their proportional ownership in the company.

3. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available thereof, dividends payable in cash, stock or otherwise.

4. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to the Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of

the state of Florida.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any Common Stock share or right to registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of register office of this Corporation is 5318 Starhill Place, Tampa, FL, 33624 . The name and address of the registered agent of the Corporation is Amy L. Vinson 5318 Starhill Place, Tampa, FL 33624.

ARTICLES 13 – BYLAWS

Anything in these Articles of Incorporation, or the Bylaws, shall not be adopted, modified, amended or repealed by the Board of Directors or shareholders of the Corporation except upon the affirmative vote of a simple majority of the holders of all issued shares of the Corporation entitled to vote thereon.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, with the approval of the simple majority of holders of stock having the right to vote, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 - SHAREHOLDER MEETINGS

A. CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by the Chairman of the Board, or the Chief Executive Officer of the Corporation or by the Board pursuant to a resolution approved by a majority of the entire Board. Only business within the purpose or purposes described in the special meeting notice is required by Section 607. 0705 of the Florida

Business Corporation Act may be conducted at a special shareholder's meeting.

ARTICLE 17 – INDEMNIFICATION

The Corporation shall indemnify any and all its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law in existence now or hereafter.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. Said indemnification shall include, but not limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee, or agent as herein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee, or agent may be entitled as a matter of law or which he may be lawfully granted. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officer, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

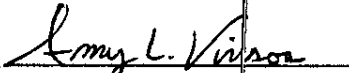
All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to the indemnification or advance of attorney fees and expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and person representatives of such persons.

ARTICLE 18 - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

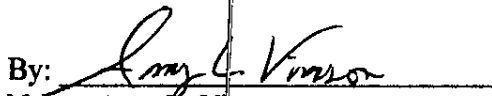
Amy L. Vinson
5318 Starhill Place
Tampa FL 33624

IN WITNESS WHEREOF, the undersigned incorporator has excited these Articles of Incorporation on this 1st day of December, 2008


Amy L. Vinson

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Transformation Health Nutritional Naturals, Inc. at the place designed in these Articles of Incorporation, hereby agrees to act in such capability and to comply with the provisions of law in relation thereto.

By: 
Name: Amy L. Vinson
Title: President

FILED
2009 JAN -5 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA