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10 SEP 14 PM 1:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRB
9/15

COVER LETTER

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

SUBJECT: XION CONSULTING GROUP, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: DOROTHEA JACKSON

Name (Printed or typed)

1325 S. CONGRESS AVENUE - 202

Address

BOYNTON BEACH FL 33426

City, State & Zip

(561) 369-4306

Daytime Telephone number

JVGROUP@BELLSOUTH.NET

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
XION CONSULTING GROUP, INC.**

A Profit Corporation
Under Chapter 607, F.S., (For Profit)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of the corporation under
The Florida general corporation Act, adopt the following articles of
Incorporation for such corporation.

ARTICLE 1 NAME

The name of the corporation is:

XION CONSULTING GROUP, INC.

ARTICLE 2 PRINCIPAL OFFICES

The principal office and mailing address of this corporation is:

6742 Forest Hill Blvd, suite 262
West Palm Beach, Florida 33413
Palm Beach County

ARTICLE 3 PURPOSE

The purpose for which the corporation is organized is:

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

ARTICLE 4 OFFICERS

The name(s), address(es) and title(s):

Annette Gordon – President
109 Deerfield Street #20
Poughkeepsie, NY 12601

Kevin Thompson – Vice President
6742 Forest Hill Blvd Suite 262
West Palm Beach, Florida 33413

Martinez Armand – Secretary
12 Rue Gabart
Petion Ville, Haiti

Didier Figaro
9 Thomassin #25H
Solson Le Montagne,
Petion Ville, Haiti

ARTICLE 5 INITIAL REGISTERED AGENT AND STREET ADDRESS

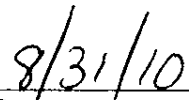
The **name and Florida street address** of the registered agent is:

Christina Grand
6742 Forest Hill Blvd Suite 262
West Palm Beach, Florida 33413

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 agreed to act in this capacity.



Signature /Registered Agent



Date


ARTICLE 6 INCORPORATORS

The **name and address** of the incorporator(s) is:

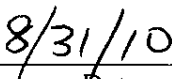
Annette Gordon – President
109 Deerfield Street #20
Poughkeepsie, NY 12601

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator have executed these articles of incorporation:



Signature of Incorporator



Date

ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FORTY THOUSAND (40,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' 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 Shareholders' Restrictive Agreement, if any, is on file at the principal office of the 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

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is 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.

ARTICLES 12 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 – EFFECTIVE DATE

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

ARTICLE 14 – 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 in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA