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**FLORIDA PROFIT/NON PROFIT CORPORATION
Special Purpose Acquisition Fund, Inc.**

Certificate of Status	0
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Page Count	05
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6 March MAR 23 2012

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COVER LETTER

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

SUBJECT: Special Purpose Acquisition Fund, Inc.**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFEDX)**

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: Thomas F. Cook

Name (Printed or typed)

52 Manor Court

Address

Schenectady, NY 12306

City, State & Zip

518-577-3397

Daytime Telephone number

tom@tcecompliance.com

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

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

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Articles of Incorporation
OF
Special Purpose Acquisition Fund, Inc.

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ARTICLE I

The name of the Corporation is:

Special Purpose Acquisition Fund, Inc.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

- A. To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization and cancellation.
- B. The capital stock of the Corporation shall consist of:
A total of 100,000,000 shares of Common Stock, par value \$.00001 per share, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under law.
- C. In addition, the Corporation shall have the right to issue a total of 30,000,000 shares of Preferred Stock, par value \$.00001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights, all to the fullest extent permitted by law.

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ARTICLE IV

The address of the initial registered office of the Corporation is:
155 Office Plaza Drive, Suite A, Tallahassee, FL 32301

And the name of the initial registered agent of the Corporation at such address is:
Registered Agent Solutions, Inc.

ARTICLE V

The Principal and Mailing Address for the Corporation is:
52 Manor Court, Schenectady, NY 12306

ARTICLE VI

The Corporation shall have at least one Director and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director.
The initial Director is: Dale Wood

ARTICLE VII

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take action or make any determination without the need for Shareholder approval including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such a person (i) is or was a Director of the Corporation; (ii) is or was serving at the request of the Corporation as a Director of another Corporation, provided that such person is or was at the time a Director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation or a Director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation

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Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE X

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE XI

The name and address of the Incorporator of this Corporation is:
Thomas Cook 52 Manor Court Schenectady, NY 12306

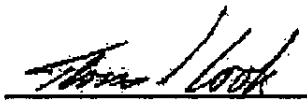
ARTICLE XII

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XIII

The duration of the Corporation is perpetual.

The undersigned has executed these Articles of Incorporation on March 21, 2012.



Thomas Cook

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REGISTERED AGENT
SOLUTIONS, INC
WWW.RASI.COM

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes as amended.

Art Flores, Assistant Secretary, Registered Agent Solutions, Inc.

Art Flores

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TALLAHASSEE, FLORIDA

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