

P12000081978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

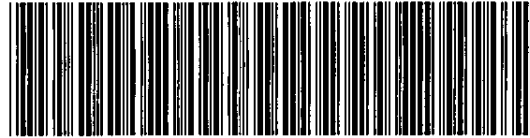
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



800239870118

09/26/12--01021--014 \*\*78.75

FILED

12 SEP 26 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L. Burch SEP 27 2012

## COVER LETTER

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

SUBJECT: Debateesee, 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: MARUA A. DAVIS, Esq.  
Name (Printed or typed)

121 S. Madison St.  
Address

Quincy, FL 32351  
City, State & Zip

(850) 875-9300  
Daytime Telephone number

marua32351@earthlink.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  
DEBATESEE, INC.

FILED  
12 SEP 26 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I- NAME**

The name of the corporation is DEBATESEE, INC. (the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is 2138 South Atlanta Street, Quincy, Florida 32351 and its mailing address is same.

**ARTICLE III - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Law.

**ARTICLE IV – REGISTERED AGENT**

The name of its registered agent is MARY BURNS. The registered agent's office address is 2154 S. Atlanta St., Quincy, Florida 32351, and her mailing address is P. O. Box 513, Quincy, Florida 32353.

**ARTICLE V – INITIAL OFFICERS AND DIRECTORS**

Name and Title Richard Burns President/Director  
Address: 2138 South Atlanta St.  
Quincy, FL 32351

**ARTICLE VI – COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

## ARTICLE VII – STATED CAPITAL AND STOCK

Classes of Stock. The Corporation is authorized to issue three classes of stock to be designated, respectively as “Class A Common Stock”, “Class B Common Stock”, and “Preferred Stock”. The total number of shares which the Corporation is authorized to issue is 10,000,000 shares, each with a par value of 0.0001 per share. 4,250,000 shares shall be Class A Common Stock, \$4,250,000 shares shall be Class B Common Stock and 250,000 shares shall be Preferred Stock.

Except as otherwise provided by law or by resolution, if any, of the Board of Directors fixing the relative powers, preferences and rights and qualifications, limitations or restrictions of any series of Preferred Stock, the entire voting power of the shares of the Corporation, for the election of directors and for all other purposes shall be vested exclusively in the Common Stock. Each share of Common Stock shall have one vote upon all matters to be voted on by the holders of the Common Stock. Subject to the rights and preferences of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board of Directors from time to time out of any assets or funds of the Corporation legally available therefor and shall equally on a per share basis in such dividends and distributions. Each share of Common Stock (as fixed by resolutions, if any, of the Board of Directors, in all assets of the Corporation, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, or upon any distribution of the assets of the Corporation.

Preferred Stock. The Preferred Stock may be issued at any time and from time to time in one or more series. Subject to the provisions of these Articles of Incorporation, the Board of Directors is hereby expressly authorized to fix, from time to time by resolution or resolutions, the designation of any series of Preferred Stock (which may be distinguished by number, letter or title) and the number of shares of any series of Preferred Stock, and to determine the voting powers, designations, preferences, and relative participating, optional or other special rights, limitation, to provide that any such series may be: subject to redemption (including any sinking or purchase fund) at such time or times and at all such price(s) or rate(s), and with such adjustments; entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series of stock; entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; convertible into, or exchangeable for, shares of any other class or classes or any other series of the same or any other class or classes of stock, at such price or prices or such rate or rates of conversion or exchange and any adjustments thereto; or entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary if the Corporation, upon the issue of any additional stock (including additional shares of such series of any other class or series) and upon the payment of dividends or the making of other distributions on, and the purchase redemption or other acquisition by the Corporation or any subsidiary of the Corporation of any outstanding stock of the Corporation; all as may be stated in such resolution or resolutions.

Further, within the limits and restriction stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any such series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.

Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or otherwise acquired by the Corporation, or which, if convertible or exchangeable have been converted or exchanged for shares of stock of any other class or classes or series shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part or a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of

any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution adopted by the Board of Directors providing for the issue of any series of Preferred Stock and to any filing required by law.

Non-Voting Stock. Notwithstanding anything herein to the contrary, the Corporation shall not be authorized to issue non-voting capital stock of any class, series or other designation to the extent prohibited by Section 1123(a)(6) of chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code"); provided, however, that the foregoing restriction shall (i) have no further force and effect beyond that required under Section 11 23(a)(6) of the Bankruptcy Code, (ii) only have such force and effect for so long as such Section 11 23(a)(6) is in effect and applies to the Corporation and (iii) be deemed void or eliminated if required under applicable law.

## **ARTICLE VIII – BOARD OF DIRECTORS**

A. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Directors need not be stockholders of the Corporation or residents of the State of Florida. Elections of directors need not be by ballot.

B. Number. – The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. In no case shall a decrease in the number of directors remove or shorten the term of any incumbent director.

C. Except as otherwise provided by resolutions, if any, of the Board of Directors, the Board of Directors shall fix the relative powers, preferences and rights and the qualification, limitations or restrictions of any series of Preferred Stock..

C. Committees. The Board of Directors may, in the manner provided in the Bylaws of the Corporation, designate one or more committees which, to the extent provided in the Bylaws of the Corporation or any resolution of the Board of Directors, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation to the full extent permitted by law, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

D. Bylaws. Subject to any limitations that may be imposed by the stockholders, the Board of Directors shall have power to make, alter, amend or repeal any or all of the Bylaws of the Corporation in the manner and subject to the approval requirement set forth in the Bylaws.

E. Personal Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted by the Florida laws of corporations as the same exists or hereafter may be amended. If the Florida laws of corporations are hereafter amended to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its stockholders shall be limited or eliminated to the fullest extent permitted thereby, as so amended. Any repeal, amendment or modification of this Article by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of these Articles of Incorporation inconsistent with this Article 6 will, unless otherwise required by law, be prospective only (except to the extent such amendment or

change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect (or eliminate or reduce) any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any event or act or omission of such director occurring prior to, such repeal, amendment or modification or adoption of such inconsistent provision with respect to events, acts or omissions occurring prior to such repeal, amendment or modification or adoption of such inconsistent provision, or if applicable, modification of law.

F. Right to Indemnification.

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "the indemnified Person") who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee, manager, employee or agent of another corporation or of a partnership, company, limited liability company, joint venture, trust, non-profit entity or other enterprise, including service with respect to any employee benefit plan, whether the basis of such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving, at the request of the Corporation, as a director, officer, employee or agent, against all liability and loss suffered (including judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) and expenses (including attorneys' fees) actually and reasonably incurred by such Indemnified Person in connection with such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in this Article, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

G. Prepayment of Expenses of Directors and Officers. The Corporation shall pay or reimburse (on an unsecured basis) an Indemnified Person for the reasonable expenses (including attorneys' fees) actually incurred by such Indemnified Person in connection with any such Proceeding in advance of its final disposition or final judicial decision (hereinafter an "advancement of expenses"); provided, however, that, if and to the extent required by law, such payment or reimbursement of expenses in advance of the final disposition of or final judicial decision regarding the Proceeding shall be made only upon delivery to the Corporation of an undertaking (an "undertaking"), by or on behalf of such Indemnified Person, to repay all amounts so advanced if it shall ultimately be determined at final disposition or by final judicial decision from which there is no further right to appeal (a "Final Adjudication") that such Indemnified Person is not entitled to be indemnified for such expenses under this Article or otherwise.

H. Claims. If a claim for indemnification or advancement of expenses under this Article is not paid in full by the Corporation within 90 days after a written claim by the Indemnified Person has been received by the Corporation, the Indemnified Person may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnified Person shall be entitled to be paid also the expense of prosecuting or defending such suit. In any action brought by the Indemnified Person to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnified Person to enforce a right to an advancement of expenses) it shall be a defense that the Indemnified Person has not met any applicable standard for indemnification set forth in the Florida laws of corporations. Further, in any action brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking by an

Indemnified Person, the Corporation shall be entitled to recover such expenses upon a Final Adjudication that the Indemnified Person has not met any applicable standard for indemnification set forth in the Florida laws of corporations. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the Indemnified Person has met the applicable standard of conduct set forth in the Florida laws of corporations, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) shall create a presumption that the Indemnified Person has not met the applicable standard of conduct or, in the case of such an action brought by the Indemnified Person, be a defense to such action. In any action brought by the Indemnified Person to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnified Person is not entitled to be indemnified, or to such advancement of expenses, under this Article 7 or otherwise shall be on the Corporation.

I. Contract Right; Non-Exclusivity of Rights. The rights conferred by Article VII (F) and (G) shall be contractual rights that shall fully vest at the time the Indemnified Person first assumes such Indemnified Person's position as a director or officer of the Corporation. The rights conferred on any person by this Article 7 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

J. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, trustee, manager, employee or agent of the Corporation or another corporation, or of a partnership, company, limited liability company, joint venture, trust, non-profit entity or other enterprise (including any employee benefit plan) against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under applicable law, this Article 7 or otherwise.

K. Indemnification of and Advancement of Expenses of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article 7 with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

L. Limitations. The Corporation shall not be liable under this Article VIII to make any payment in connection with any claim made against the Indemnified Person (or pay or reimburse any expenses to an Indemnified Person) to the extent the Indemnified Person has otherwise actually received payment (under any insurance policy, other right of indemnity or agreement or otherwise) of the amounts otherwise indemnifiable or payable hereunder. The Corporation shall not be liable to indemnify any indemnified Person under this Article 7(a) for any amounts paid in settlement of any Proceeding effected without the Corporation's written consent, which consent shall not be unreasonably withheld or delayed, or (b) for any judicial award if the Corporation was not given a reasonably timely opportunity to participate, at its expense, in the defense of such action, but only to the extent that the failure to be given such reasonably timely opportunity actually and materially prejudiced the Corporation's ability to defend such action.

M. Subrogation. In the event of payment under this Article VIII, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnified Person, who shall execute all papers required and shall do everything that may be reasonably necessary to secure such rights, including the execution of such documents reasonably necessary to enable the Corporation effectively to bring suit to enforce such rights.

N. Amendment or Repeal; Successors. No amendment, modification or repeal of the provisions of this Article VIII, nor the adoption of any provision of inconsistent with this Article VIII, nor to the fullest extent permitted by applicable law, any modification of law, shall adversely affect (or eliminate or reduce) any right or protection hereunder of any person in respect of any event, act or omission occurring prior to the time of such amendment, modification or repeal, or adoption of any inconsistent provision or, if applicable, modification of law (regardless of when any Proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed). The rights conferred by this Article VIII shall inure to the benefit of any Indemnified Person (and shall continue as to an Indemnified Person who has ceased to be a director or officer) and such person's legal representatives, executors, administrators, heirs, devisees and legatees.

O. Authority of Board of Directors. The Board of Directors shall have the power to determine all matters necessary for assessing compliance with Article X, including, without limitation, (i) the identification of 4.9-percent Shareholders, (ii) whether a Transfer is a 4.9-percent Transaction or a Prohibited Transfer, (iii) the Percentage Share Ownership in the Corporation of any 4.9-percent Shareholder, (iv) whether an instrument constitutes a Corporation Security, and (v) the amount (or fair market value) due to a Purported Transferee pursuant to Article X(e). In addition, the Board of Directors may, to the extent permitted by applicable law, from time to time, establish, modify, amend or rescind by-laws, regulations and procedures of the Corporation; but not inconsistent with the provisions of this Article X for purposes of determining whether any Transfer of Corporation Securities would jeopardize the Corporation's ability to preserve and use the applicable Tax Benefits and for the orderly application, administration and implementation of this Article X.

Notwithstanding anything herein to the contrary, in the event of a change in law making one or more of the following actions necessary or desirable, the Board of Directors may, by adopting a written resolution, (i) modify the ownership interest percentage in the Corporation or the Persons or groups covered by this Article X, (ii) modify any terms set forth in this Article X, or (iii) modify the definition of any terms of this Article X as is appropriate, in each case, in order to prevent an ownership change for purposes of Section 382 of the Internal Revue Code as a result of any changes in applicable Treasury Regulations or otherwise; provided, however, that the Board of Directors shall not cause there to be such modification unless it determines, by adopting a written resolution, that such action is reasonably necessary or advisable to preserve the Tax Benefits or that the continuation of these restrictions is no longer reasonably necessary for the preservation of the Tax Benefits. Stockholders of the Corporation shall be notified of such determination through a filing with the Securities and Exchange Commission or such other method of notice as the Secretary of the Florida Division of the Corporation shall deem appropriate.

In the case of an ambiguity in the application of any of the provisions of this Article10, including a definition used herein, the Board of Directors shall have the power to determine the application of such provisions with respect to any situation based on its reasonable belief, understanding, and knowledge of the context and circumstances. In the event this Article X requires an action by the Board of Directors but fails to provide specific guidance with respect to such action, the Board of Directors shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of this Article X. All such actions, calculations, interpretations and determinations which are done or made by the Board of Directors in good faith shall be conclusive and binding on the Corporation, the Agent, and all other



parties for all other purposes of this Article X. The Board of Directors may delegate all or any portion of its duties and powers under this Article X to a committee of the Board of Directors as it deems necessary or advisable and, to the fullest extent permitted by law, may exercise the authority granted by this Article X through duly authorized officers or agents of the Corporation. Nothing in this Article X shall be construed to limit or restrict the Board of Directors in the exercise of its fiduciary duties under applicable law.

J. Reliance. To the fullest extent permitted by law, the Corporation and the members of the Board of Directors shall be fully protected in relying in good faith upon the information, opinions, reports or statements of the chief executive officer, the chief financial officer, the chief accounting officer or the corporate controller of the Corporation and the Corporation's legal counsel, independent auditors, transfer agent, investment bankers or other employees and agents in making the determinations and findings contemplated by this Article X. The members of the Board of Directors shall not be responsible for any good faith errors made in connection therewith. For purposes of determining the existence and identity of, and the amount of any Corporation Securities owned by any stockholder, the Corporation is entitled to rely on the existence and absence of filings of Schedule 13D or 13G under the Securities and Exchange Act of 1934, as amended (or similar filings), as of any date, subject to its actual knowledge of the ownership of Corporation Securities.

#### ARTICLE IX – MISCELLANEOUS PROVISIONS

A. Preemptive Rights. No holder of shares of stock of the Corporation of any class shall have any preemptive right or be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock or any securities of any kind whatsoever, whether now or hereafter authorized.

B. Stockholder Action Without a Meeting. Except as otherwise provided by resolutions, if any, of the Board of Directors fixing the relative powers, preferences and rights and the qualifications, limitations or restrictions of any series of Preferred Stock, no action may be taken by stockholders of the Corporation, except at an annual or special meeting of stockholders of the Corporation, and stockholder action by written consent is prohibited.

C. Registered Holders. The Corporation shall be entitled to treat the person in whose name any share of stock, warrant, right or option is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share, warrant, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, except as may be expressly provided otherwise by law.

#### ARTICLE X – TRANSFER AND OWNERSHIP RESTRICTIONS

At any time, the Corporation shall “go public” or become a corporation offering shares to the general public, the following restrictions on transfers and ownership shall apply:

(a) Notwithstanding anything to the contrary herein, Transfers to a Public Group (including a new Public Group created under Treasury Regulation § 1.382- 2T(j )3)(i)) shall be permitted.

(b) Unless prohibited by law governing this corporation, the Board of Directors, or a duly authorized agent or committee thereof, may within 20 days after being notified of a proposed transfer of 4.9% or more of the common stock of the Corporation (by or to a holder of 4.9% of the shares of

common stock of the Corporation), deny consent for the transfer of stock to or from the 4.9% shareholder if the Board of Directors determines in good faith based on their reasonable assessment that the proposed transfer could jeopardize the realization of the Tax Benefits to the Corporation and the transferor has been notified of such determination; provided that the Board of Directors may grant or not oppose such approval notwithstanding the effect of such approval on the Tax Benefits if it determines that the approval is in the best interests of the Corporation. The Board of Directors, to the fullest extent permitted by law, may exercise the authority granted by this Article X through duly authorized officers or agents of the Corporation. Nothing in this Article X(b) shall be construed to limit or restrict the Board of Directors in the exercise of its fiduciary duties under applicable law.

(c) Excess Securities.

- (1) No employee or agent of the Corporation shall record any Prohibited Transfer, and the purported transferee of such a Prohibited Transfer (the "Purported Transferee") shall not be recognized as a stockholder of the Corporation for any purpose whatsoever in respect of the Corporation Securities which are the subject of the Prohibited Transfer (the "Excess Securities"). Until the Excess Securities are acquired by another person in a Transfer that is not a Prohibited Transfer, the Purported Transferee shall not be entitled with respect to such Excess Securities to any rights of a stockholder of the Corporation, including, without limitation, the right to vote such Excess Securities and receive dividends or distributions, whether liquidating or otherwise, in respect thereof, if any, and the Excess Securities shall be deemed to remain with the transferor unless and until the Excess Securities are transferred to the Agent pursuant to Article X ( d) and or until an approval is obtained under Article X(b). After the Excess Securities have been acquired in a Transfer that is not a Prohibited Transfer, the Corporation Securities shall cease to be Excess Securities. For this purpose, any Transfer of Excess Securities not in accordance with the provisions of Article X(c) or Article X(d) shall also be Prohibited Transfer.
- (2) The Corporation may require as a condition to the registration of the Transfer of any Corporation Securities or the payment of any distribution on any Corporation Securities that the proposed Transferee or payee furnish to the Corporation all information reasonably requested by the Corporation with respect to its direct or indirect ownership interests in such Corporation Securities. The Corporation may make such arrangements or issue such instructions to its share transfer agent as may be determined by the Board of Directors to be necessary or advisable to implement this Article X, including, without limitation, authorizing such transfer agent to require an affidavit from a Purported Transferee regarding such Person's actual and constructive ownership of shares and other evidence that a Transfer will not be prohibited by this Article X as a condition to registering any transfer.

(d) Transfer To Agent. If the Board of Directors determines that a Transfer of Corporation Securities constitutes a Prohibited Transfer then, upon written demand by the Corporation sent to the Purported Transferee within 20 days of the date on which the Board of Directors determines that the attempted Transfer would result in Excess Securities, the Purported Transferee shall transfer or cause to be transferred any certificate or other evidence of ownership of the Excess Securities within the Purported Transferee's possession or control, together with any Prohibited Distributions, to an agent designated by the Board of Directors (the "Agent"). The Agent shall thereupon sell to a buyer or buyers (which may include the Corporation) the Excess Securities transferred to it one or more arm's-length transactions (on the public securities market on which such Excess Securities are traded, if possible, or otherwise privately); provided, however, that any such sale must not constitute a Prohibited Transfer and provided, further, that the Agent shall effect such sale or sales in an orderly fashion and shall not be required to effect any such sale within any specific time frame if, in the Agent's discretion, such sale or sales would disrupt the market for the Corporation Securities or otherwise would adversely affect the value of the

Corporation Securities. If the Purported Transferee has resold the Excess Securities before receiving the Corporation's demand to surrender Excess Securities to the Agent, the Purported Transferee shall be deemed to have sold the Excess Securities for the Agent, and shall be required to transfer to the Agent any Prohibited Distributions and proceeds of such sale, except to the extent that the Corporation grants written permission to the Purported Transferee to retain a portion of such sales proceeds not exceeding the amount that the Purported Transferee would have received from the Agent pursuant to Article X(e) if the Agent rather than the Purported Transferee had resold the Excess Securities.

(e) Application Of Proceeds And Prohibited Distributions. The Agent shall apply any proceeds to a sale by it of Excess Securities and, if the Purported Transferee has previously resold the Excess Securities, any amounts received by it from a Purported Transferee, together, in either case, with any Prohibited Distributions, as follows:

(1) first, such amounts shall be paid to the Agent to the extent necessary to cover its costs and expenses incurred in connection with its duties hereunder;

(2) second, any remaining amounts shall be paid to the Purported Transferee, up to the amount paid by the Purported Transferee for the Excess Securities (or in the event the purported Transfer of the Excess Securities was, in whole or in part, a gift, inheritance or similar Prohibited Transfer without consideration, the fair market value,

(a) calculated on the basis of the closing market price for the Corporation Securities on the day before the Prohibited Transfer or,

(b) if the Corporation Securities are not listed or admitted to trading on any stock exchange but are traded in the over-the-counter market, calculated based upon the difference between the highest bid and lowest asked prices, as such prices are reported by the National Association of Securities Dealers through its NASDAQ system or any successor system on the day before the Prohibited Transfer or, if none, on the last preceding day for which such quotations exist, or

(c) if the Corporation Securities are neither listed nor admitted to trading on any stock exchange nor traded in the over-the-counter market, then as determined in good faith by the Board of Directors, which amount shall be determined at the discretion of the Board of Directors; and

(3) third, any remaining amounts shall be paid to one or more organizations qualifying under section 501(c)(3) of the Internal Revenue Code (or any comparable successor provision) selected by the Board of Directors. The Purported Transferee of Excess Securities shall have no claim, cause of action or any other recourse whatsoever against any transferor of Excess Securities. The Purported Transferee's sole right with respect to such shares shall be limited to the amount payable to the Purported Transferee pursuant to this Article X(e). In no event shall the proceeds of any sale of Excess Securities pursuant to this Article X(e) inure to the benefit of the Corporation or the Agent, except to the extent used to cover costs and expenses incurred by the agent in performing its duties hereunder.

(f) Modification Of Remedies For Certain Indirect Transfers. In the event of any Transfer which does not involve a transfer of a security or securities of the Corporation within the meaning of Florida law but which would cause a 4.9 percent Shareholder to violate a restriction on Transfers provided for in this Article X, the application of Application of Article X(d) and (e) shall be modified as described in this Article X(f). In such case, no such 4.9-percent Shareholder shall be required to dispose of any interest that is not a Security, but such 4.9-percent Shareholder and/or any Person whose ownership of Securities is attributed to such 4.9-percent Shareholder shall be deemed to have disposed of and shall be required to dispose of sufficient Securities (which Securities shall be disposed of in the inverse order in which they were acquired) to cause such 4.9-percent Shareholder, following such disposition, not to be in violation of this Article X; provided, however, that no 4.9-percent Shareholder shall be required to dispose of any Securities which it had owned or acquired before the effective date the corporation becomes or became a public company. Such disposition shall be deemed to occur simultaneously with the Transfer giving rise to the application of this provision, and such number of

Securities that are deemed to be disposed of shall be considered Excess Securities and shall be disposed of through the Agent as provided in Article X(d) and Article X(e), except that the maximum aggregate amount payable either to such 4.9-percent Shareholder, or to such other Person that was the direct holder of such Excess Securities, in connection with such sale shall be the fair market value of such Excess Securities at the time of the purported Transfer. All expenses incurred by the Agent in disposing of such Excess Securities shall be paid out of any amounts due such 4.9-percent Shareholder or such other Person. The purpose of this Article X(f) is to extend the restrictions in Article X(a) and Article X(d) to situations in which there is a 4.9-per cent Transaction without a direct Transfer of Securities. This Article X (f) along with the other provisions of this Article X, shall be interpreted to produce the same results as a direct Transfer of Corporation Securities, except where context requires or admits a different interpretation.

(g) Legal Proceedings; Prompt Enforcement. If the Purported Transferee fails to surrender the Excess Securities or the proceeds of a sale thereof to the Agent within 30 days from the date on which the Corporation makes a written demand pursuant to Article X(d), then the Corporation shall promptly take all cost effective actions which it believes are appropriate to enforce the provisions hereof, including the institution of legal proceedings to compel the surrender. Nothing in this Article X(g) shall (i) be deemed inconsistent with any Transfer of the Excess Securities provided in this Article X being void ab initio, (ii) preclude the Corporation in its discretion from immediately bringing legal proceedings without a prior demand or (iii) cause any failure of the Corporation to act within the time periods set forth in Article X(d) to constitute a waiver or loss of any right of the Corporation under this Article X. The Board of Directors may authorize such; additional actions as it deems advisable to give effect to the provisions of this Article10.

(h) Obligation To Provide Information. As a condition to the registration of the Transfer of any Corporation Securities, any Person who is a beneficial, legal or record holder of Corporation Securities, and any proposed Transferee and any Person controlling, controlled by or under common control with the proposed Transferee, shall provide such information as the Corporation may reasonably request from time to time in order to determine compliance with this Article X or the status of the Tax Benefits of the Corporation and the Corporation shall keep such information confidential.

(i) Legends. The Board of Directors shall require that any certificates issued by the Corporation evidencing ownership of Corporation Securities that are subject to the restrictions on transfer and ownership contained in this Article X bear the following legend:

"THE ARTICLES OF THE CORPORATION CONTAINS RESTRICTIONS PROHIBITING THE TRANSFER (AS DEFINED IN THE ARTICLES OF INCORPORATION) OF STOCK OF THE CORPORATION, INCLUDING THE CREATION OR GRANT OF CERTAIN OPTIONS, RIGHTS AND WARRANTS, WITHOUT THE PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS OF THE CORPORATION IF SUCH TRANSFER AFFECTS THE PERCENTAGE OF STOCK OF THE CORPORATION (WITHIN THE MEANING OF SECTION 382 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED AND THE TREASURY REGULATION S PROMULGATED THEREUNDER), THAT IS TREATED AS OWNED BY A 4.9 PERCENT SHAREHOLDER IF THE TRANSFER RESTRICTIONS ARE VIOLATED, THEN THE TRANSFER WILL BE VOID AB INITIO AND THE PURPORTED TRANSFEREE OF THE SHARES WILL BE REQUIRED TO TRANSFER EXCESS SECURITIES (AS DEFINED IN THE CERTIFICATE OF INCORPORATION TO THE CORPORATION'S AGENT. IN THE EVENT OF A TRANSFER WHICH DOES NOT INVOLVE SECURITIES OF THE CORPORATION WITHIN THE MEANING OF THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA BUT WHICH WOULD VIOLATE THE TRANSFER RESTRICTION, THE PURPORTED TRANSFEREE (OR THE RECORD OWNER)

OF THE SECURITIES WILL BE REQUIRED TO TRANSFER SUFFICIENT SECURITIES PURSUANT TO THE TERMS PROVIDED FOR IN THE CORPORATION'S ARTICLES OF INCORPORATION TO CAUSE THE 4.9 PERCENT SHAREHOLDER TO NO LONGER BE IN VIOLATION OF THE TRANSFER RESTRICTIONS. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO THE HOLDER OF RECORD OF THIS CERTIFICATE A COPY OF THE ARTICLES OF INCORPORATION, CONTAINING THE ABOVE-REFERENCED TRANSFER RESTRICTIONS, UPON WRITTEN REQUEST TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS."

(j) Benefits Of This Article X. Nothing in this Article X shall be construed to give to any Person other than the Corporation or the Agents of the Corporation any legal or equitable right, remedy or claim under this Article X. This Article X shall be for the sole and exclusive benefit of the Corporation and the Agent.

(k) Severability. The purpose of this Article X is to facilitate the Corporation's ability to maintain or preserve its Tax Benefits. If any provision of this Article X or the application of any such provision to any Person or under any circumstance shall be held invalid, illegal or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision of this Article X.

(l) Waiver. With regard to any power, remedy or right provided herein or otherwise available to the Corporation or its Agents under this Article X (a) no waiver will be effective unless expressly contained in a writing signed by the waiving party; and (b) no alteration, modification or impairment will be implied by reason of any previous waiver, extension of time, delay or omission in exercise, or other indulgence.

#### ARTICLE XI –AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation may be amended at any time by a vote of a majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE XII –INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:


Name

Address

Richard Burns

2138 S. Atlanta St, Quincy, FL 32351.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on 9-19-, 2012 and affirm that the facts stated herein are true and acknowledge that false information submitted to the Department of State is a third degree felony in violation of Section 817.135, Florida Statutes.

  
\_\_\_\_\_  
RICHARD BURNS  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF GADSDEN

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgement, personally appeared RICHARD BURNS known to me and known by me to be the person who executed the foregoing articles of incorporation, and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>th</sup> day of September, 2012, at Quincy, Gadsden County, Florida.



Marva A. Davis  
Marva A. Davis  
Notary Public  
State of Florida at Large

My Commission Expires:

[STAMP/SEAL]

ACCEPTANCE BY REGISTERED AGENT

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.

Dated this 19 day of September, 2012.

Mary F. Burns  
MARY BURNS  
Registered Agent

FILED  
12 SEP 26 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA