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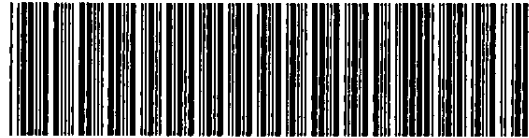
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

## COVER LETTER

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

**SUBJECT: FACTERRA, 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: HARRISON LAW, P.A.**

Name (Printed or typed)

**8955 U.S. HIGHWAY 301 N., NO. 203**

Address

**PARRISH, FL 34219**

City, State & Zip

**941-723-7564**

Daytime Telephone number

**DIANE@HARRISONLAWPA.COM**

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  
FACTERRA, INC.  
In compliance with Chapter 607 of the Florida Statutes

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Corporate Name

The name of the corporation shall be **Facterra, Inc.**

ARTICLE II  
Nature Of Corporate Business And Powers

The nature of the business shall be to engage in any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

The corporation shall have the power to conduct its business both within and outside the State of Florida.

ARTICLE III  
Principal Office And Mailing Address

The principal office of the corporation shall be: 1689 Morning Sun Lane, Naples, FL 34119.

ARTICLE IV  
Capital Stock

The total authorized capital stock of the corporation shall be Five Hundred Million (500,000,000) shares of common stock with a par value of \$0.01 per share, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

There shall be one class of preferred blank check stock to be issued solely at the discretion of the Board of Directors.

ARTICLE V  
Term Of Existence

The corporation shall have perpetual existence.

ARTICLE VI  
Registered Agent and  
Initial Registered Office In Florida

The registered agent and the office of the resident agent shall be as follows:

Thomas E. Murphy: 1689 Morning Sun Lane, Naples, FL 34119.

ARTICLE VII  
Directors

The governing board of this corporation shall be known as Directors, which shall consist of not less than one (1) Director and not more than fifteen (15) directors and the number of directors may from time to time be

increased or decreased in such manner as shall be provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one (1) Director.

A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders. Attendance at any meeting of the Board of Directors may be in person or by any electronic or telephonic means accessible.

ARTICLE VIII.  
Initial Board Of Directors

The names and post office addresses of the Board of Directors of the corporation are:

Derrick A. Spatorico: 1689 Morning Sun Lane, Naples, FL 34119  
Thomas E. Murphy: 1689 Morning Sun Lane, Naples, FL 34119

ARTICLE IX.  
Officers

The names and post office addresses of the Officers, subject to this Charter and the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are:

President: Derrick A. Spatorico: 1689 Morning Sun Lane, Naples, FL 34119  
Secretary: Thomas E. Murphy: 1689 Morning Sun Lane, Naples, FL 34119  
Treasurer: Thomas E. Murphy: 1689 Morning Sun Lane, Naples, FL 34119

ARTICLE X.  
Incorporator

The names and post office address of the Incorporator is:

Thomas E. Murphy: 1689 Morning Sun Lane, Naples, FL 34119

ARTICLE XI.  
Indemnification

The corporation shall have the power to indemnify any officer, director or former officer or director to the fullest extent permitted by law.

ARTICLE XII.  
Board Action by Written Consent

If all of the directors severally and collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII.  
Affiliated Transactions

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XIV.  
Control Share Acquisitions

This Corporation expressly elects to not be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

I, Thomas E. Murphy, declare under penalty of perjury under the laws of the State of Florida that the matters set forth in these Articles of Incorporation are true and correct to the best of my knowledge. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
\_\_\_\_\_  
Required Signature/Incorporator

11-20-12  
\_\_\_\_\_  
Date

WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Thomas E. Murphy, the undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Required Signature/Registered Agent

11-20-12  
\_\_\_\_\_  
Date

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TALLAHASSEE, FLORIDA