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ECRETARY OF STATE SIDN OF CORPORATIONS

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### **COVER LETTER**

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

SUBJECT: CAPLL Properties (US), Inc				
(PROPOSED CORPORA	TE NAME – <u>MUST INC</u>	LUDE SUFFIX)		
Enclosed are an original and one (1) copy of the arti	cles of incorporation an	d a check for:		
\$70.00 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	& Certificate of Status		
	ADDITIONAL C	OPY REQUIRED		
FROM: Jacob C. Dykxhoorn  Name (Printed or typed)				
P.O. Box 1079		····		
Lake Wales, FL 33859-1079	Address State & Zip			
863-676-7611  Daytime 7	elephone number			
Andrew.Paul@capll.co.uk E-mail address: (to be use	d for future annual repor	notification)		

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

SECRETARY OF STATE DIVISION OF CORPORATIONS
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#### ARTICLES OF INCORPORATION

of

#### CAPLL PROPERTIES (US), INC

(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

# ARTICLE I NAME

The name of this corporation is CAPLL Properties (US), Inc.

## ARTICLE II DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

## ARTICLE III PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

# ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is **One Thousand** (1,000) shares of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

#### ARTICLE V PRINCIPAL OFFICE

The street address of the corporation's initial principal office shall be 13 Lyndhurst Road, Burnley, Lancashire, BB104ED, United Kingdom, and the corporation's initial mailing address shall be the same.

#### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 600 Cagan Park Avenue, Suite 8, Clermont, FL 34714, and the name of its initial registered agent at that office is Matthew L. Bell.

## ARTICLE VII MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

## ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

# ARTICLE IX INITIAL OFFICERS

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:

Andrew Paul

Vice President:

Chevaune Paul

Secretary:

Chevaune Paul

Treasurer:

Chevaune Paul

# ARTICLE X BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be **two (2)**. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Chevaune Paul 13 Lyndhurst Road Burnley, Lancashire, BB104ED United Kingdom Andrew Paul 13 Lyndhurst Road Burnley, Lancashire, BB104ED United Kingdom

# ARTICLE XI NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator(s) of this corporation are as follows:

Chevaune Paul 13 Lyndhurst Road Burnley, Lancashire, BB104ED United Kingdom Andrew Paul 13 Lyndhurst Road Burnley, Lancashire, BB104ED United Kingdom

# ARTICLE XII BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

## ARTICLE XIII QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

# ARTICLE XIV AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.



In witness whereof, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, have executed these Articles of Incorporation this March  $\sqrt{X}$ , 2013.

Signed, sealed and delivered in the presence of: Witness #1 - sign name above
Print Name: \( - STEWART - SCOTT Chevaune Paul Witness #2 - sign name above Print Name: /

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#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for CAPLL Properties (US), Inc. at the place designated. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: March <u>/8</u>, 2013

Matthew L. Bell