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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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COVER LETTER

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

SUBJECT: **Gut 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: **Tamara Burton**

Name (Printed or typed)

2200 B Douglas Blvd., Suite 100

Address

Roseville, CA 95661

City, State & Zip

800-352-0533

Daytime Telephone number

info@uscorporation.com

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

*FED EX
ENVELOPE
ENCLOSED*

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

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**ARTICLES OF INCORPORATION
OF
GUT GROUP, INC.**

The undersigned, for the purpose of forming a corporation, hereby certifies and adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

GUT GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation within the State of Florida shall be located at:

134 Kenwood Avenue
Clearwater, Florida 33755

The resident agent shall be:

DANNY HALVERSON
134 Kenwood Avenue
Clearwater, Florida 33755

The corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida, as may be determined, from time to time, by the Board of Directors.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to engage in any business or activity not forbidden by law or these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

Section 1. Total Number of Shares, Classes, Par Value. The corporation is authorized to issue two classes of shares. The Corporation has authority to issue 2,500,000 shares of Common Stock with a par value of ten dollars (\$10.00) per share and 2,500,000 shares of Preferred Stock with a par value of ten dollars (\$10.00) per share. Shares of stock may be issued from time to time for such consideration as shall be determined by the board of directors. The value of any property received in full or partial payment for the respective shares shall be as conclusively determined by the board of directors.

Section 2. Rights and Restrictions of the Classes of Stock. The powers preferences and rights and the qualifications, limitations and restrictions of the classes of stock are as follows:

(a) Dividends. The holders of Preferred Stock shall be entitled to receive dividends, as declared by the board of directors, from any corporate assets at the time legally available for this purpose, payable in cash quarterly or at such intervals and on such dates as the board of directors may from time to time decide. Dividends on the Preferred Stock shall (i) accrue from the date of issuance of the shares, whether or not earned or declared, (ii) be payable before any dividends before any dividends on Common Stock are paid, declared or set apart, and (iii) be cumulative, so that if dividends required to be paid under this clause on outstanding shares of Preferred Stock have not been paid or set apart, the amount of any such deficiency shall be paid or set apart for payment, but without interest, before any distribution, by dividend or otherwise, is declared, paid on, or set apart for the Common Stock. In addition to the cumulative preferential dividend set forth above, at the same time any distribution shall be paid on, or declared and set apart for Common Stock, a distribution shall be paid on, declared and set apart for the Preferred Stock on the basis that each share of Preferred Stock shall receive a distribution equal to the distribution on each share of Common Stock. In case the Corporation shall at any time subdivide the outstanding shares of Common Stock, or shall issue a stock dividend on its outstanding Common Stock, the dividend rights of a share of Preferred Stock under this section in effect immediately prior to such subdivision or the issuance of such dividend shall be proportionately increased, and in case the corporation shall at any time combine the outstanding shares of Common Stock, the dividend rights of a share of Preferred Stock in effect immediately prior to such combination shall be proportionately decreased, effective at the close of business on the date of such subdivision, dividend or combination, as the case may be. For purposes of this Subsection (a), unless the context otherwise requires, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, or the purchase or redemption of shares of this corporation for cash or property.

(b) Participation in Assets on Dissolution. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of shares of the Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the corporation available

for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the corporation's Common Stock, an amount equal to ten dollars (\$10.00) per share, plus all declared and unpaid dividends thereon to the date fixed for distribution. After setting apart or paying in full the preferential amounts due the holders of the Preferred Stock, the remaining assets of the Corporation available for distribution to stockholders, if any, shall be distributed to the holders of Common Stock, each such issued and outstanding share of Common Stock entitling the holder thereof to receive an equal proportion of said remaining assets. If upon liquidation, dissolution, or winding up of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the Preferred Stock the full amounts to which they are respectively entitled, the holders of the Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full. The merger or consolidation of the corporation into or with another corporation in which this Corporation shall not survive and the shareholders of this corporation shall own less than 50 percent of the voting securities of the surviving corporation or the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the corporation shall be deemed to be a liquidation, dissolution or winding up of the corporation as those terms are used in this Subsection (b).

(c) Voting Rights. Except as otherwise provided by these Articles of Incorporation, or as required by law, the holders of shares of Common Stock shall have exclusive voting rights and powers. Each share of Common Stock shall have one vote on all matters on which shareholders are entitled to vote under the law and under these Articles of Incorporation. There is no right to cumulate votes for directors by either the holders of Common Stock or as hereafter provided, in certain circumstances by the holders of shares of Preferred Stock. If at any time dividends on the Preferred Stock shall be in arrears for eight or more quarterly periods, whether or not consecutive, then the holders of the Preferred Stock, voting separately as a class, and to the exclusion of the holders of shares of Common Stock, shall be entitled at any annual meeting of the stockholders or any special meeting at which directors are to be elected to elect a majority of the board of directors. Each holder of Preferred Stock shall have one vote for each share of stock so held. These rights to elect directors shall continue until all dividends accrued on the Preferred Stock have been paid or set apart, at which time the right of the holders of Preferred Stock to elect directors shall cease, and exclusive voting rights and powers shall revert to the holders of the Common Stock unless there is a further default in payment of dividends on the Preferred Stock in which event the special voting rights of the Preferred Stock set out above shall resume.

ARTICLE V

DIRECTORS

The members of the governing board of the corporation shall be styled directors. The number of directors shall be at least three (3), except in cases where all the shares of the

corporation are owned beneficially and of record by either one (1) or two (2) shareholders, the number of directors may be reduced to less than three (3), but to no less than the number of shareholders. The number of directors may be changed from time to time in such manner as shall be provided by the By-Laws of the corporation.

ARTICLE VI

ASSESSMENT OF STOCK

The stock of this corporation shall not be assessable for any purpose, and no stock issued as fully paid up shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the corporation and shall not be liable for assessments to restore impairments in the capital of the corporation.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation shall be as follows:

CINDY HALVERSON
2200-B Douglas Blvd., Suite 100
Roseville, CA 95661

ARTICLE VIII

TERM

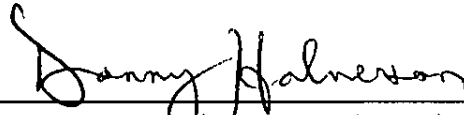
The corporation shall have perpetual existence.

ARTICLE IX

DIRECTOR INDEMNITY

Directors and officers are indemnified from personal liabilities for breach of fiduciary duty as a director or officer, except for intentional misconduct, fraud or a knowing violation of law or the payment of dividends in violation of State or federal laws.

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.



Danny Halverson, Registered Agent

I submit this document and affirm that the facts stated herein are true. 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 s.817.155, F.S.



Cindy Halverson, Incorporator

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