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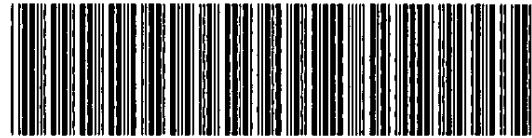
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**ARTICLES OF INCORPORATION  
OF  
COMPDESIGNS, INC.**

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. Name**

The name of this Corporation shall be:

**COMPDESIGNS, INC.**

**ARTICLE II. Principal Office**

The address of the principal office and the mailing address of the Corporation is: 3251 Progress Dr., Ste. A-122, Orlando, FL 32826

**ARTICLE III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Eleven Million Nine Hundred Thousand (11,900,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Eight Million One Hundred Thousand (8,100,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "Common Stock"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. Preferred Stock. Three Million Eight Hundred Thousand (3,800,000) number of authorized shares of capital stock shall be designated as preferred stock (the "Preferred Stock"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

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Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders. "**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 8. Series Seed Preferred Stock. Of the authorized shares of Preferred Stock, set forth in Section 3 of this Article IV, Six Hundred Ninety Thousand (690,000) shares shall be designated "Series Seed Preferred Stock" with the rights, preferences, privileges and restrictions set forth below (notwithstanding any contrary provisions of Sections 4 or 6 of this Article IV).

(A) Voting Rights. The holders of each share of Series Seed Preferred shall be: (1) entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series Seed Preferred could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 4 of this Article IV, except as otherwise expressly provided in this Section 8 or as required by law, voting together with the Common Stock and/or any other Preferred Stock as a single class; and (2) entitled to notice of any

shareholders' meeting in accordance with the Bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

- (B) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series Seed Preferred shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.4219 per share of Series Seed Preferred (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "Series Seed Preferred Amount"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series Seed Preferred shall be insufficient to permit the payment of such holders of the full Series Seed Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares on a pro rata basis. "Liquidation Event" means: (1) the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; (2) the consolidation or merger of the Company with or into any other Company or Companies, other corporate reorganization in which the Company is not the surviving entity (unless the shareholders of the Company hold more than 50% of the voting power of the surviving Company); or (3) a sale of all or substantially all of the assets of the Company (unless the shareholders of the Company hold more than 50% of the voting power of the purchasing entity).
- (C) Conversion. The holders of Series Seed Preferred shall have conversion rights as follows:
- (1) Right to Convert. Each share of Series Seed Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock.
  - (2) Automatic Conversion. Each share of Series Seed Preferred shall automatically be converted into one fully paid and non-assessable share of Common Stock immediately prior to the closing of the sale of shares of the Company's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.
- (D) Issuance of Preferred Stock with Rights, Privileges and Preferences Superior to the Series Seed Preferred. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized and unissued Preferred Stock (the "Additional Preferred Stock") with

rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, superior to those of the previously designated and issued Series Seed Preferred Stock of the Company, if, and only if: (1) upon the original issuance of all or any portion of such Additional Preferred Stock the Company raises not less than One Million Dollars (\$1,000,000.00) in equity capital; (2) the per share purchase price for each share of the Additional Preferred Stock is equal to or greater than \$0.4219, subject to adjustment for splits and recapitalization events; and (3) no liquidation preference so designated is in excess of the per share purchase price for each share of the Additional Preferred Stock, subject to adjustment for splits and recapitalization events. This Section 8(E) shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this Article IV.

#### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3251 Progress Dr., Ste. A-122, Orlando, FL 32826 and the name of the initial registered agent of this Corporation at that address is Christopher A. Preisler.

#### ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Christopher A. Preisler	3251 Progress Dr., Ste. A-122 Orlando, FL 32826

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders.

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of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Christopher A. Preisler	3251 Progress Dr., Ste. A-122 Orlando, FL 32826

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XI. Shareholders' Agreements

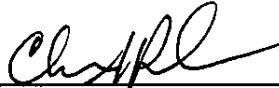
The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

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ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

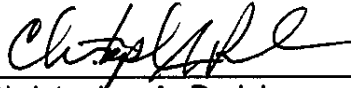
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of August 26, 2013.



Christopher A. Preisler, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of CompDesigns, Inc.



Christopher A. Preisler

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