

# P14 000046845

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### SportsField Engineering, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

6/1/14

ARTICLES OF INCORPORATION  
OF SPORTSFIELD ENGINEERING, INC.  
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation is SportsField Engineering, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The Company's principal office is located at 176 East Main Street Westborough, MA 01581

ARTICLE III  
PURPOSE

The purpose of the Corporation is to engage in any activity within the purposes for which corporations may be incorporated and organized on compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE IV  
CAPITAL STOCK

A. CLASSES OF STOCK.

The Corporation is authorized to issue two classes of stock to be designated, respectively, common stock and blank check preferred stock. The total number of shares which the Corporation is authorized to issue is 11,000,000 shares. 10,000,000 shares shall be common stock, par value of \$0.00001 (the "Common Stock"). 1,000,000 shares shall be blank check preferred stock, par value of \$0.00001 (the "Preferred Stock" or "Blank Check Preferred Stock").

B. ISSUANCE OF PREFERRED STOCK

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide for the issue of all or any of the shares of the Blank Check Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the Florida law. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS OF COMMON STOCK.

1. Dividend Rights. Subject to the prior or equal rights of holders of all classes of stock at the time outstanding having prior or equal rights as to dividends, the holders of the Common Stock 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.

2. Voting Rights. Each holder of the common stock shall be entitled to one vote for each share of common stock standing in his, her or its name on the books of the Corporation.

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3. Stock Rights and Options. The Corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such time and prices as the board of directors or a committee thereof may approve, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights, warrants or options. In the absence of fraud, the judgment of the board of directors or a committee thereof as to the adequacy of consideration for the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

#### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Joseph DiGeronimo, Chief Executive Officer  
Address: 176 East Main Street Westborough, MA 01581

#### ARTICLE VI REGISTERED OFFICE AND RESIDENT AGENT

The address of the Corporation's registered office in the state of Florida is 5011 South State Road 7, Suite 106 Davie, FL 33314, and the Corporation's resident agent at such address is Vcorp Services, LLC.

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 and accept the appointment as registered agent and agree to act in this capacity.

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

#### ARTICLE VII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

#### ARTICLE VIII SHAREHOLDERS

Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

#### ARTICLE IX LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In

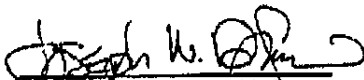
addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator is

Joseph DiGeronimo  
176 East Main Street Westborough,  
MA 01581

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on May 21, 2014.

  
Joseph DiGeronimo, Chief  
Executive Officer