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Amanda L. Etzkorn Attorney at Law 7719 Holiday Drive Sarasota, Florida 34231 Phone: (941) 228-4444

E-mail: EtzkornLegal@Gmail.com

May 27, 2014

Florida Department of State Division of Corporations Attention: New Filings Department P.O. Box 6327 Tallahassee, FL 32314

RE: REESA, INC.

Dear Sir or Madam:

Enclosed please find an original and (1) copy of the Articles of Incorporation for the above referenced entity, an original and (1) copy of the Designation and Acceptance of Registered Agent, and my check #1017 for \$87.50 representing the filing fee (\$35.00), registered agent fee (\$35.00), certified copy fee (\$8.75), and certification letter fee (\$8.75).

Please file these documents per your usual manner and return confirmation of filing/certificate of status, as well as a certified copy, to: Law Office of Amanda L. Etzkorn, P.A., Attn: Amanda L. Etzkorn, 7719 Holiday Dr., Sarasota, Florida 34231, at your earliest opportunity.

Very truly yours,

Amanda L. Etzkorn

Enclosures: As noted.

## ARTICLES OF INCORPORATION of REESA, INC.

The undersigned, as incorporator, for the purposes of forming a corporation/professional association under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

#### ARTICLE I - NAME

The name of this corporation is: REESA, INC. (the "Corporation."

#### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 789 Taplow Rd., Venice, Florida 34293. The Corporation may, from time to time, change its principal place of business, its mailing address, or may designate such other offices and places of business as it deems necessary.

#### ARTICLE III - PURPOSE

The Corporation is organized for, and may conduct business for, any lawful purpose without limitation.

#### ARTICLE IV - CAPITAL STOCK

The Corporation shall have one class of shares, designated as "common shares". The number of shares of stock that the Corporation is authorized have outstanding at any one time is: one thousand and no/100 shares. The shares shall have a par value of \$.01 per share. Common shares shall be represented by share certificates duly issued according to Florida law. The holder of each common share shall be entitled to one vote as to all matters to which voting is required by law, and shall be issued as the Corporation shall determine.

#### ARTICLE V - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the Corporation shall be carried out directly by the shareholders and no board of directors shall exist. A vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders managing the

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business of the Corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts, indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. On account of there being no common shares of stock issued by the Corporation and no shares subject to any subscription agreement at the time of the filing of these Articles, the undersigned, being the sole incorporator, and pursuant to Florida Statute  $\S\S607.0732$  (2)(a)1 and  $\S607.0732$ (7), hereby deems these Articles to constitute a shareholder's agreement as required by F.S.§607.0732.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Theresa Merkel, whose address is 789 Taplow Rd., Venice, Florida 34293.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these articles is: Theresa Merkel, 789 Taplow Rd., Venice, Florida 34293.

#### ARTICLE VIII - COMMENCEMENT OF EXISTENCE AND DURATION

The commencement of the existence of the Corporation shall begin on June 1, 2014, and the Corporation shall exist perpetually.

#### ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer, director, shareholder, or incorporator, or any former officer, director, shareholder, or incorporator, to the fullest extent permitted by law. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of an indemnified person existing hereunder with respect to any act or omission occurring prior to such amendment, modification, or repeal.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of May, 2014 at Sarasota, Florida.

Theresa Merkel

Incorporator

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#### REESA, INC.

### DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned submits the following statement in designating the registered office and registered agent in the State of Florida:

- 1. The name of the corporation is REESA, INC.
- 2. The name of the registered agent is Theresa Merkel.
- 3. The address of the registered office is 789 Taplow Rd, Venice, Florida 34293.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 27<sup>th</sup> day of May, 2014.

Theresa Merkel

Incorporator/Registered Agent

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