

8/14 16:29 FAX

001

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000163315 3)))



H140001633153ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8678
Fax Number : (407) 423-7014

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: SPOLLARD@WHWW.COM

**FLORIDA PROFIT/NON PROFIT CORPORATION
BLACKWOOD DISTRIBUTION, INC.**

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

Electronic Filing Menu

Corporate Filing Menu

Help

7/8/2014 4:18 PM

H14000163315 3,

**Articles of Incorporation
of
Blackwood Distribution, Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

**ARTICLE I
Corporate Name**

The name of this corporation is: Blackwood Distribution, Inc.

**ARTICLE II
Initial Mailing Address**

The initial mailing address of the corporation is: 1001 North Lake Destiny Road, Suite 360, Maitland, Florida 32751.

**ARTICLE III
Capital Stock**

The maximum number of shares of capital stock that this corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock, par value \$.0001 per share.

**ARTICLE IV
Registered Agent and Registered Office in Florida**

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, Esq., 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

**ARTICLE V
Incorporator**

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson, Esq. and his address is 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

H14000163315 3

H14000163315 3

ARTICLE VI
Indemnification

This corporation shall defend, indemnify and hold harmless its directors, officers, employees, attorneys and agents to the fullest extent permitted by laws of the State of Florida, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, employee, attorney or agent and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; *provided, however, that, except for proceedings to enforce rights to indemnification, this corporation shall not be obligated to indemnify any director, officer, employee, attorney or agent (or his or her heirs, executors or personal or legal representatives) in connection with any suit, action or proceeding (or part thereof) initiated by such person unless such suit, action or proceeding (or part thereof) was authorized or consented to by the Board of Directors.* The right to indemnification conferred by this Article VI shall include the right to be paid by this corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition upon receipt by this corporation of an undertaking by or on behalf of the person receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by this corporation under this Article VI.

The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation (as now or hereafter in effect), the corporation's Bylaws (as now or hereafter in effect), any statute, agreement, vote of shareholders or disinterested directors, or otherwise.

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director, officer, employee, attorney or agent against any liability which may be asserted against him or her or incurred by him or her or on his or her behalf in such capacity, or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

No amendment, modification, alteration, change, supplement or repeal of all or any portion of this Article VI, nor the amendment, modification, alteration, change, supplement or repeal of all or any portion of the Bylaws, inconsistent with the provisions of this Article VI shall adversely affect the rights to indemnification and to the advancement of expenses of a director, officer, employee, attorney or agent existing at the time of such amendment, modification, alteration, change, supplement or repeal with respect to any act or omission occurring prior to the time of such amendment, modification, alteration, change, supplement or repeal.

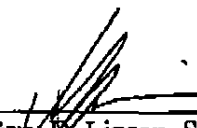
H14000163315 3

H14000163315 3

ARTICLE VII
Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the shareholders of the corporation hereunder are granted subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on July 8, 2014.



Gary D. Lipson, Sole Incorporator

Acceptance of Registered Agent

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0501 thereof.

IN WITNESS WHEREOF, the undersigned registered agent has executed this instrument on July 8, 2014.



Gary D. Lipson, Registered Agent