

Division of Corporations

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# P14000070768

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H14000198704 3)))



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To:

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

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC  
Account Number : I20020000094  
Phone : (770) 777-2091  
Fax Number : (770) 220-1943

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

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION  
GREEN HEALTH PARTNERS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	00
Estimated Charge	\$78.75

B 8/25/14

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Corporate Filing Menu

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## COVER LETTER

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

**SUBJECT: GREEN HEALTH PARTNERS, 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  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: Triad Professional Services, LLC**  
Name (Printed or typed)

**1720 Windward Concourse, Ste. 390**  
Address

**Alpharetta, GA 30005**  
City, State & Zip

**770-777-2091**  
Daytime Telephone number

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

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

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RECEIVED  
DIVISION OF CORPORATIONS  
F4 AUG 22 PM 1:06

**ARTICLES OF INCORPORATION  
OF  
GREEN HEALTH PARTNERS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation.

**ARTICLE I: NAME**

The name of this corporation shall be Green Health Partners, Inc. (hereinafter called the "*Corporation*").

**ARTICLE II: EXISTENCE**

The existence of the Corporation shall begin on the date of filing of these Articles of Incorporation.

**ARTICLE III: PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

**ARTICLE IV: PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 250 International Parkway, Suite 250, Lake Mary, FL 32746.

**ARTICLE V: AUTHORIZED SHARES**

The total number of shares of all classes of stock that this Corporation shall have the authority to issue is 100,000,000 shares, consisting of:

- a) 50,000,000 shares of common stock, par value \$.0001 per share (the "*Common Stock*"); and
- b) 50,000,000 shares of preferred stock, par value \$.0001 per share (the "*Preferred Stock*").

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock and the Preferred Stock are as follows:

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A. COMMON STOCK

1. Dividends, Liquidation, Voting, etc. The Common Stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any class or series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of this Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of this Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

2. Sales and Repurchases: Shares of Common Stock may be issued by this Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors. The Board of Directors shall have the power to cause this Corporation to purchase, out of funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board of Directors shall from time to time in its discretion determine, and as otherwise permitted by law.

B. BLANK CHECK PREFERRED STOCK

1. Issuance. The blank check Preferred Stock may be issued from time to time in one or more class or series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any class or series of blank check Preferred Stock, to fix by resolution or resolutions providing for the issue of any class or series the number of shares included in such class or series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such class or series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the Florida Business Corporation Act, the Board of Directors is expressly authorized to determine with respect to each class or series of blank check Preferred Stock:

a) the designation or designations of such class or series and the number of shares constituting such class or series;

b) the rate or amount and times at which, and the preferences and conditions under which, dividends, if any, shall be payable on shares of such class or series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

c) the rights and preferences, if any, of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, this Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such class or series as participating or nonparticipating after the satisfaction of any such rights and preferences;

d) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

e) the times, terms and conditions, if any, upon which shares of such class or series shall be subject to redemption, including the amount the holders of shares of such class or series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such class or series;

f) the rights, if any, of holders of shares of such class or series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same or any other class or classes, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

g) the limitations, if any, applicable while such class or series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class or series of shares ranking junior, either as to dividends or upon liquidation, to the shares of such class or series;

h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such class or series or any other class or series) ranking on a parity with or prior to the shares of such class or series either as to dividends or upon liquidation;

i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such class or series; in each case, so far as not inconsistent with the provisions of this Articles of Incorporation or the Florida Business Corporation Act as then in effect.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. Shares of any class or series of Preferred Stock that shall be issued and thereafter acquired by this Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such

class or series or as part of any other class or series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any class or series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such class or series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to class or series.

#### ARTICLE VI: BOARD OF DIRECTORS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors is:

Frank S. Ioppolo, Jr.  
250 International Parkway, Suite 250  
Lake Mary, FL 32746

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the corporation's initial registered agent at that office is NRAI Services, Inc.

#### ARTICLE VIII: INCORPORATOR

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

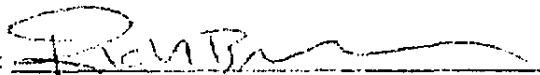
Richard A. Bruner, Jr., Esq.  
Ioppolo Law Group, PLLC  
250 International Parkway, Suite 250  
Lake Mary, FL 32746

#### ARTICLE IX: INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of this Corporation and may, in the discretion of the Board of Directors, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or

covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by this Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon this Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of this Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

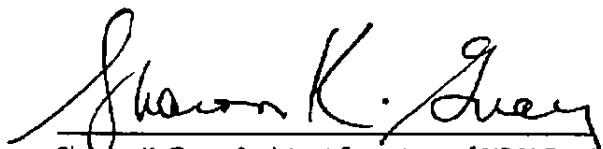
**IN WITNESS WHEREOF**, the undersigned does hereby execute this instrument this 22 day of August, 2014.

By:   
Richard A. Bruner, Jr., Esq. Incorporator

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DIVISION OF CORPORATE  
REGISTRATION  
AUG 22 PM 1:07

GREEN HEALTH PARTNERS, INC.

*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.*



Sharon K. Gray, Assistant Secretary of NRAI Services, Inc.

August 22, 2014

WEST VIRGINIA  
DIVISION OF REVENUE  
AUG 22 PM 1:07

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