

P14000076367

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

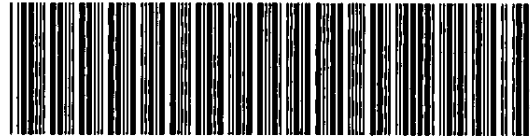
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000264261630

09/15/14--01040--015 **78.75

APPROVED
AND
FILED

14 SEP 15 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

Friday, September 12, 2014

To Whom It May Concern:

Please find our Articles of Incorporation enclosed. I have included a check in the amount of \$78.75 so I may please receive a certified copy as well. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to be "Mitch Breslow", written over a horizontal line.

Mitch Breslow

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

14 SEP 15 PM 3:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAGABOUT, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporations Act.

ARTICLE I: NAME

The name of the Corporation is Tagabout, Inc. (hereinafter called the "Corporation").

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 922 Turner Road, Delray Beach, Florida 33483.

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated.

ARTICLE IV: AUTHORIZED SHARES

The total authorized capital stock of the Corporation shall consist of 10,000,000 shares, which shall be divided into (a) 2,000,000 shares, designated as preferred stock, having no par value per share (the "Preferred Stock"), and (b) 8,000,000 shares, designated as common stock, having no par value per share (the "Common Stock"). A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation is as follows:

- (a) Preferred Stock. The Preferred Stock may be issued from time to time by the board of directors of the Corporation (the "Board of Directors") as

shares of one or more classes or series. Subject to the provisions of these Articles of Incorporation and the limitations prescribed by law, the Board of Directors is expressly authorized by adopting resolutions to issue the shares, fix the number of shares and change the number of shares constituting any series, and to provide for or change the voting powers, designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, including dividend rights (and whether dividends are cumulative), dividend rates, terms of redemption, a redemption price or prices, conversion rights and liquidation preferences of the shares constituting any class or series of the Preferred Stock, without any further action or vote by the shareholders.

(b) Common Stock.

- (i) Dividends. Subject to the preferred rights of the holders of shares of any class or series of Preferred Stock as provided by the Board of Directors with respect to any such class or series of Preferred Stock, the holders of the Common Stock shall be entitled to receive, as and when declared by the Board of Directors out of the funds of the Corporation legally available therefor, such dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to shareholders of record on such dates, not exceeding sixty (60) days preceding the dividend payment dates, as shall be fixed for such purpose by the Board of Directors in advance of payment of each particular dividend.
- (ii) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment in full of all debts and liabilities of the Corporation and the distribution or payment to the holders of shares of any class or series of Preferred

Stock as provided by the Board of Directors with respect to any such class or series of Preferred Stock, the remaining assets of the Corporation available for distribution to shareholders shall be distributed among and paid to the holders of Common Stock ratably in proportion to the number of shares of Common Stock held by them respectively.

(iii) Voting Rights. Except as otherwise required by law, each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

ARTICLE V: **INITIAL OFFICERS AND**
DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors and the manner of choosing directors shall be fixed in the By-laws. The number of directors constituting the initial Board of Directors is five (5) and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
Mitch Breslow, CEO	922 Turner Road, Delray Beach, FL, 33483
Zachary Kline, COO	415 Woodward Road, Media, PA 19063
Francisco Padron, CTO	11628 Kensington Ct., Boca Raton FL 33428
Vickie DeNicola, Chief Marketing	26 Davison Road, Moodus, CT 06469
Michael Assofsky, CFO	165 N. Canal St., Apt. 924, Chicago, IL 60606

ARTICLE VI: REGISTERED AGENT

The address, including street and number, of the Corporation's initial registered office in the State of Florida is 922 Turner Road, Delray Beach, FL 33483. The name of the Corporation's initial registered agent at such address is Mitch Breslow. Correspondence may be provided to him by mail at such address or by email at mitchb@tagabout.it.

ARTICLE VII: INCORPORATOR

The address, including street and number, of the Corporation's incorporator is 922 Turner Road, Delray Beach, FL 33483. The name of the Corporation's incorporator at such address is Mitch Breslow.

ARTICLE VIII: DIRECTOR AND OFFICER LIABILITY

- (a) Limitation of Liability. To the fullest extent permitted by law, no director or officer of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director or officer of the Corporation. Without limiting the effect of the preceding sentence, if the Florida Business Corporations Act is hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of any director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended.
- (b) Agent Limitation of Liability. The Corporation is authorized to provide indemnification of its agents for breach of duty to the Corporation and its shareholders through By-law provisions or through agreements with the agents, or through shareholder resolutions, or otherwise.

- (c) Change in Rights. Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director, officer or agent of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.
- (d) Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full in respect of such Proceeding, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors. Any amendment, repeal or modification of this

paragraph (d) shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

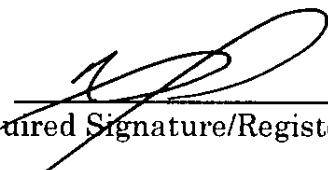
ARTICLE IX: BY-LAWS

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the By-laws. The Board shall have the power to adopt, amend or repeal By-laws of the Corporation.

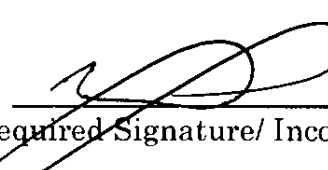
ARTICLE X: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

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.


Required Signature/Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/ Incorporator

14 SEP 15 PM 3:55
DEPARTMENT OF STATE
RECEIVED

APPROVED
AND
FILED