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FLORIDA PROFIT/NON PROFIT CORPORATION BARTINEER INC.

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**ARTICLES OF INCORPORATION
OF
BARTINEER INC.**

The undersigned, acting as incorporator of a company, pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such legal entity (hereinafter "Company"):

ARTICLE I - NAME

The name of this company shall be:

BARTINEER INC.

Such name being in conformity with Chapter 607.0401, Florida Statutes.

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ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this company shall be:

19015 W. Lake Drive, Hialeah, Florida 33015

ARTICLE III - SHARES

The number of shares of stock that this company is authorized to have outstanding at any one time is:

One Hundred Thousand (100,000) shares of no par value voting common stock.

All such shares are of one class and are shares of Common Stock.

Document Prepared By: Rockford Legal P.A., 8004 N.W. 154th Street No. 372, Miami Lakes, Florida 33016, (305) 798-2327, Fla. Bar # 982695

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Joseph D. Edwards
19015 W. Lake Drive
Hialeah, Florida 33015
(305) 333-8898

This agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation for the company is:

Joseph D. Edwards
19015 W. Lake Drive
Hialeah, Florida 33015

ARTICLE VI - PURPOSES

This Company is organized for the rendering of bar-tendering services as well as any and all lawful businesses purposes permitted under its Articles of Incorporation and for which an entity may be incorporated under Chapters 607 – Corporations-, of the Florida Statutes.

The Company may also do and transact any and all business as permitted under the laws of the State of Florida and the United States of America for a company. Without limiting any of the purposes, powers and objects of this legal entity, it is expressly declared and provided that the Company shall have power in carrying on its own businesses, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein-above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**ARTICLE VII - SHAREHOLDERS' PREEMPTIVE RIGHTS
TO NEW ISSUES OF SHARES**

Each share of stock of the Company shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Company or any equity and/or voting shares of stock of any class of the Company that the Company proposes to issue or any rights or options that the Company proposes to grant for the purchase of shares of stock of the same class of the Company or of equity and/or voting shares of any class of stock of the Company or for the purchase of any shares of stock, bonds, securities, or obligations of the Company that are convertible into or exchangeable for, or that carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Company or equity and/or voting shares of stock of any class of the Company, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities, or obligations of the Company may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, companies and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock that confer unlimited dividend rights and shares of stock that confer unlimited voting rights in the election of one or more directors.

ARTICLE VIII- TRANSFER OF SHARES RESTRICTIONS

The Company shall restrict the transfer or registration of transfer of shares against any shareholder or a transferee of any shareholder and the restriction's existence duly noted conspicuously on the front or back of the certificate, as authorized by Chapter 607.0627, Florida Statutes. The secretary of the Company shall endorse the following legend on each share certificate prior to its delivery to a shareholder:

"The shares of stock evidenced by this certificate may not be transferred, pledged, gifted, assigned, or encumbered except in accordance with the terms of the Articles of Incorporation of the Bartineer Inc., a copy of which is on deposit with the President of the Company."

No shareholder shall transfer, pledge, assign, gift, or encumber all or any part of her shareholdings in the Company except as provided in this Article. This restriction on the transfer or registration of transfer of shares shall be to maintain the Company's status because it is dependent on the number or identity of its shareholders, including but not limited to

Bartineer Inc.'s Articles of Incorporation. - March 2015

preserving exemptions under the Internal Revenue Service laws as well as the close management relation between the founders of the association proper to protect the Company against outside control, in accordance with Ch. 607.0627, Fla. Sta.

This Article obligates any shareholder of the Company or said shareholder's executor or other legal representative whom is desirous to dispose in any form, including and not limited to whether by sale, transfer, assignment, gift or bequest, any share or fraction of share thereof to first offer to the Company an opportunity to acquire the restricted shares. Should the Company decline on this right of first refusal herein granted, any shareholder of the Company or said shareholder's executor or other legal representative whom is desirous to dispose in any form, including and not limited to whether by sale, transfer, assignment, gift or bequest, any share or fraction of share thereof to first offer separately, and consecutively to each other shareholder of the Company in order of majority of shares held by such shareholder an opportunity to acquire the restricted shares, in accordance with Chapter 607.0627, Florida Statutes.

A retiring shareholder shall offer said shareholder's shares to the remaining shareholders in proportion to their respective holdings. If the remaining shareholders do not elect to buy their shares, any of the other shareholders may do so.

On the death of any shareholder, the Association association has the first option to buy, and the executor, administrator, or personal representative of the shareholder will sell to the Company, all of the shares owned by the shareholder at the time of said shareholder's death at a reasonable book value price fixed by the Company's directors if there is no outside market.

The directors may waive any requirement that shares be offered to the Company before sale, and a majority shareholder may vote her shares to prevent the Company from making a purchase of shares under this Article.

The Company shall have the right to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable, in accordance with Chapter 607.0627, Florida Statutes.

The Company, through its Board of Directors, may require that shares will not be transferred until the record holder pays all debts to the Company. The Company shall have a lien by contract according to this Article with the holder of shares indebted to the Company. The right of the Company to this lien shall be noted on the stock certificate.

The restriction on the transfer or registration of transfer of shares may prohibit the transfer of the restricted shares to designated persons or classes of persons, if the prohibition is

not manifestly unreasonable, in accordance with Chapter 607.0627, Florida Statutes.

To insure or partially insure its obligation under this Article to purchase from the estate of a deceased shareholder the shares owned by such shareholder prior to her death, the Association shall purchase, and shall continue in force by timely payment of premiums, the policies of insurance covering the lives of each of the shareholders its Board of Directors so deems adequate to insure. In the event any shareholder ceases to be a shareholder of the Company or reduces her holding of the shares of the Company, by voluntary transfer or otherwise, the Company shall, as appropriate, terminate or procure a proportionate reduction in the face amount of insurance outstanding on the life of such shareholder, and in the event any shareholder increases her holding of the shares of the Company, the Company shall procure and maintain additional insurance on the life of such shareholder proportionate to the increase in the holdings of such shareholder.

In the event that a shareholder offers for sale shares whether to the Company or another shareholder under the terms of this Article, the price of such shares shall be fixed as herein follows. The shares shall be sold/purchased at their book value determined by the net equity of the company at the time. Then an additional fifteen percent (15%) shall be paid above the previously described value determined. This shall apply only after the Company has been in existence for more than one (1) year and the shareholder has maintained their ownership in the shares for the same period. This percentage shall increase to twenty percent (20%) after two years providing that all the previous conditions described in this paragraph are observed or exist. This paragraph's terms are of no validity in the event of a complete liquidation.

ARTICLE IX - CONTROL-SHARE ACQUISITIONS

"Control shares," as used in this Article means shares that, except for this Article, would have voting power with respect to shares of this Company that, when added to all other shares of the Company owned by a person or in respect to which that person may exercise or direct the exercise of voting power, would entitle that person, immediately after acquisition of the shares, directly or indirectly, alone or as a part of a group, to exercise or direct the exercise of the voting power of the Company in the election of directors within any of the following ranges of voting power:

- (a) One-fifth or more but less than one-third of all voting power.
- (b) One-third or more but less than a majority of all voting power.
- (c) A majority or more of all voting power.

"Control-share acquisition," as used in this Article means the acquisition, directly or indirectly, by any person of ownership of, or the power to direct the exercise of voting power with respect to, issued and outstanding control shares. All shares, the beneficial ownership of

which is acquired within 90 days before or after the date of the acquisition of the beneficial ownership of shares which result in a control share acquisition, and all shares the beneficial ownership of which is acquired pursuant to a plan to make a control-share acquisition shall be deemed to have been acquired in the same acquisition.

Control shares acquired in a control-share acquisition shall have the same voting rights as were accorded the shares before the control-share acquisition only to the extent granted by resolution approved by the shareholders of this Company. To be approved under this Article, the resolution must be approved by a majority of all the votes entitled to be cast by the outstanding shares, excluding all interested shares.

In the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of the Company shall have dissenters' rights to receive the fair value of their shares.

The Company shall restrict the transfer or registration of transfer of shares against any shareholder or a transferee of any shareholder in accordance with this Article and the restriction's existence duly noted conspicuously on the front or back of the certificate, as authorized by Chapter 607.0627, Florida Statutes.

ARTICLE X - SHARES ISSUED FOR SERVICES AS CONSIDERATION

The Company may issue shares or options to shares to an employee and the Board of Directors of this Company shall be authorized to enter into an agreement with any employee or to issue shares or options to shares to any employee whether for currency, property, or services rendered. In the case of options to purchase shares of the Company these may apply to future services to the Company. This Article's provisions are subject to all other restrictions wherever located within these Articles of Incorporation.

The Company may grant its employees an option to purchase its stock at a bargain price, either by individual agreement or under the general terms of this Article. Any shares granted under an option shall protect any preemptive rights of existing shareholders. The purpose for these options shall be to obtain or keep the services of employees for the Company, by selling its stock at a bargain price. The Company must be assured that the services of any employee obtaining an option will continue for a period of time of a year or more.

The Board of Directors shall be authorized to set aside, at its discretion, a number of shares of the common stock without par value of this Company for sale or issuance to the employees of this Company and of its subsidiaries upon terms set at the discretion of the Board

of Directors, including and not limited to acquisition by employees of shares through stock options. Nothing in this Article shall constitute an obligation by the Company or its Board of Directors to actually issue such shares to any employee. In absence of a Board of Director's actual issuance of shares under this Article to an employee, the Board of Directors is equally authorized to use the corporate positions and amounts of stock herein specified as an index of compensation for services rendered payable to the respective individual occupying said corporate position. In this case, the employee is not a shareholder of the Company and shall not be entitled to receive any shares certificate.

The President shall be authorized to allot the shares of common stock set aside by the Board of Directors and reserved for employees, to subscribers in the proportion that the subscription of each employee bears to the total amount of common stock subscribed for by all employees, and that the President is authorized to make such allotment, among employee subscribers, of shares not allotted because of fractional subscriptions resulting from this method of allotment, as in his discretion seems most beneficial to this Company.

Upon the separation of an employee from the Company, including and not limited to whether by resignation, termination, death, law, or other, the Company, or its assigns, shall for 90 days thereafter have the right to repurchase the shares issued to any employee under this Article, at its election. In order to effectuate the purposes of this Article, any shares so purchased shall be issued to a Trustee, and shall be held by it in trust for the parties under these Articles of Incorporation, until such time, if any, as this Company, or its assigns, shall elect to repurchase the said shares under the terms of these Articles of Incorporation. All dividends upon the said stock during said period shall be paid to the shareholder as they become due, and the shareholder shall have the right during the period to vote the stock at all meetings of this Company, but the shareholder shall not pledge or transfer said shares, or otherwise prevent the carrying out of the terms of this Article. In the event that this Company, or its assigns, shall elect under this Article to repurchase the shares, it shall pay a price for the shares set by the Board of Directors if no outside price exists therefore to the Trustee, and the Trustee shall thereupon transfer the shares to this Company, or its assigns, and pay over the purchase price to the shareholder or her executors or administrators or assigns. If, having the right to repurchase said stock, this Company, or its assigns, shall elect not to do so, said Trustee shall thereupon, and after 90 days after the separation of the shareholder from the Company as an employee, transfer the same to the shareholder or her executors or administrators or assigns, whose title thereto shall be subject to all other provisions of these Articles of Incorporation.

Shares issued for services shall be conditioned upon receipt by the Company of services reasonably worth the face value of the shares given therefore. In accordance with the Model Business Company Act and these Articles of Incorporation, the judgment of the Board of Directors or the shareholders or the President of this Company, as the case may be, shall be conclusive as to the value of the consideration received for shares, absent fraud. The "true value" rule is hereby rejected. The Board of Directors shall state by formal resolution its

determination of the fair value to the Company in monetary terms of any consideration other than money for which share are issued. The Board of Directors, the shareholders, or the President shall be vested with the power to forfeit shares issued under this Article for the employee's failure to comply with the terms of this Article.

Options to purchase shares in accordance with this Article, and to be issued to an employee of this Company as consideration for future services or past services shall be issued on the condition precedent that the shareholder renders all her efforts to the company's business as the Company's priorities require.

This Article's restrictions are to be noted by the Company's secretary in the share certificates or share options document granted to the employee.

The Company shall, through its Board of Directors, shareholders, or President, and in their sole discretion, provide that specific employee positions shall receive compensation indexed by the value of dividends to be received as declared of a determined number of shares of the Company and such number's assignment shall rest in the sole discretion of the Board of Directors, shareholders, or President of the Company.

ARTICLE XI - OBLIGATION OF COMPANY AS TO TRANSFER OF SHARES

In no event shall the Company sell, transfer, or otherwise dispose of any of the shares of the Company, including any shares repurchased by it pursuant to the agreement in these Articles of Incorporation, to any person or entity without such person or entity being automatically bound by all applicable parts of these Articles of Incorporation.

ARTICLE XII - POWER TO INSURE SHAREHOLDERS FOR CORPORATE BENEFIT

The Company shall have the power to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

ARTICLE XIII - DURATION OF COMPANY

This Company shall have perpetual duration unless dissolved under law.

ARTICLE XIV - MANAGEMENT OF THE BUSINESS

The number of Directors constituting the Company's initial Board of Directors is one whose name and address is:

Joseph D. Edwards
19015 W. lake Drive
Hialeah, Florida 33015

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company and of its directors and shareholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Company shall be vested in its Board of Directors. The number of directors that shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrases "whole Board" and "total number of directors" shall be deemed to have the same meaning -to wit, the total number of directors that the Company would have if there were no vacancies. No election of directors need be by written ballot.

2. Joseph D. Edwards shall be the initial Chairman of the Board, Chief Executive Officer, and President of the Company.

3. After the original or other By-Laws of the Company have been adopted, amended, or repealed, as the case may be, and after the Company has received any payment for any of its shares, the power to adopt, amend, or repeal the By-Laws of the Company may be exercised by the Board of Directors of the Company.

4. Whenever the Company shall be authorized to issue only one class of share, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of shareholders.

5. Control of the financing plans for the Company's assets and operations shall rest with the original Board of Directors and or the Company's Chief Executive Officer, who shall have authority to execute any necessary contracts or other documents in their sole discretion.

6. The Company's Chief Executive Officer shall have the authority to organize and maintain either the main operating headquarters of the Company or any other operations office, subsidiary, or other necessary operating situs infrastructure, in order to capitalize on any new financially attractive market opportunity on behalf of the Company.

ARTICLE XV - INDEMNIFICATION OF PERSONS

The Company shall, to the fullest extent permitted by Chapter 607.0850, Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The Company is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

ARTICLE XVI - AMENDMENT OF ARTICLES

From time to time any of the provisions of these Articles of incorporation for this Company may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, including all rights at any time conferred upon the shareholders of the Company by these Articles of Incorporation for this Company are granted subject to the provisions of this Article XVI.

ARTICLE XVII - ORGANIZATION EXPENSE

The initial shareholders (those obtaining shares up to one year after the incorporation of this company shall each advance the required funds, in equal shares, to pay for all expenses and legal fees incurred in organizing this Company, including legal fees for the preparation of the Articles of Incorporation of this Company. The Company will reimburse the shareholders for these expenses immediately after the Company comes into existence.

ARTICLE XVIII - ARTICLES BINDING ON THIRD PERSONS

All provisions in these Articles of Incorporation are binding as a contract between the shareholders and the Company, their heirs, legal representatives, successors, and assigns.

ARTICLE XIX – SEVERABILITY

In the event that any of the terms, conditions or covenants of these Articles of Incorporation held to be unenforceable or invalid by any court of competent jurisdiction, the validity and enforceability of the remaining provisions, or portions thereof shall not be affected thereby and effect shall be given to the remaining provisions.

THE FOLLOWING IS THE EXECUTIONS, NOTARIZATION, AND LAST PAGE.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for **BARTINEER INC.**, XIX Articles, 12 page in total, in Miami, Miami-Dade County, Florida on this 8th day of March, 2015.



Joseph D. Edwards
19015 W. Lake Drive
Hialeah, Florida 33015
(305) 333-8898

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

The undersigned, having been named to accept service of process for **BARTINEER INC.** at the place designated in Article IV hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.



Joseph D. Edwards
19015 W. Lake Drive
Hialeah, Florida 33015
(305) 333-8898

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Miami-Dade, to take acknowledgments, personally appeared, Joseph D. Edwards, whom is personally known to me, and whom executed the foregoing Articles of Incorporation of Bartineer Inc., and the Acceptance of Registered Agent Appointment, and whom acknowledged before me by oath that he executed these Articles of Incorporation.

SWORN AND SUBSCRIBED before me this 8th day of March, 2015, I WITNESS my hand and official seal in the County and State above-named this same day.



Arnold Rockford, Esq.
Notary Public, State of Florida

My Commission expires:



ARNOLD ROCKFORD, ESQ.
MY COMMISSION # FF 088741
EXPIRES: February 22, 2018
Bundled Thru Budget History Services