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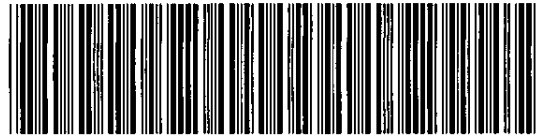
(Business Entity Name)

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15 JUN -5 PM 4:24  
SECRETARY OF STATE  
DIVISION OF CORPORATION

06/09/15

## COVER LETTER

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

**SUBJECT:** BELLA VERDE, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Eavenson, Fraser & Lunsford, PLLC  
\_\_\_\_\_  
Name (Printed or typed)  
  
2000 PGA Boulevard, Suite 3200A  
\_\_\_\_\_  
Address  
  
Palm Beach Gardens, FL 33408  
\_\_\_\_\_  
City, State & Zip  
  
561-626-1011  
\_\_\_\_\_  
Daytime Telephone number  
  
f milano@milanoworldwide.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 JUN -5 PM 4:24

**ARTICLES OF INCORPORATION**  
**OF**  
**BELLA VERDE, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), the undersigned incorporator, for the purpose of forming a corporation under the FBCA, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is Bella Verde, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 755 NW 17<sup>th</sup> Avenue, Suite 105, Delray Beach, FL 33445.

**ARTICLE III**  
**CORPORATE PURPOSE**

This Corporation is organized for the purpose of importing, distributing, and wholesaling gift items, and transacting any and all other lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Hundred Twenty Five Million (125,000,000) shares, consisting of (i) One Hundred Million (100,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Twenty-Five Million (25,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock").

**Common Stock**

Section 1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any issued.

Section 2. Voting Rights. Each holder of record 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. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock and the holders of Preferred Stock, if any, shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

Section 3. Dividends. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

Section 4. Liquidation. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

#### Preferred Stock

Section 1. Designation of Rights, Privileges and Preferences. The Preferred Stock is subject to issuance by the Board of Directors in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that series or class and the distinctive designation of that series;
- (iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;
- (iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;
- (vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and
- (viii) Any other relative rights, preferences and limitations of that series or class.

#### **ARTICLE V** **INITIAL OFFICERS AND DIRECTORS**

Flavia Milano is the sole initial officer of the Company and shall hold the office of President of the Company, with an address of 755 NW 17<sup>th</sup> Avenue, Suite 105, Delray Beach, FL 33445. Flavia Milano is the sole initial director of the Company, with an address of 755 NW 17<sup>th</sup> Avenue, Suite 105, Delray Beach, FL 33445.

**ARTICLE VI**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders of the Corporation if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 755 NW 17<sup>th</sup> Avenue, Suite 105, Delray Beach, FL 33445. The name of the Corporation's registered agent at that office is Flavia Milano.

**ARTICLE VIII**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Flavia Milano, with an address at 755 NW 17<sup>th</sup> Avenue, Suite 105, Delray Beach, FL 33445.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

By: 

Flavia Milano, Registered Agent  
Date: February 2, 2015

I SUBMIT THIS DOCUMENTS AND AFFIRM 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 SECTION 817.155, FLORIDA STATUTES.

By: 

Flavia Milano, Incorporator  
Date: February 2, 2015.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 JUN - 5 PM 4: 24