

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.

(((H15000184957 3)))



H150001849573ABC7

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 : GUNSTER, YOKLEY & STEWART, P.A.
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

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

Email Address: cas@gunster.com

FLORIDA PROFIT/NON PROFIT CORPORATION
FULLY USA INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

15 JUL 30 PM 4:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JUL 30 AM 8:47

FILED

H15000184957 3

**ARTICLES OF INCORPORATION
OF**

FULLY USA INC.
(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is Fully USA Inc. (the "Corporation").

**ARTICLE 2
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3
PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address of the Corporation is 1700 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401. The initial mailing address of the Corporation is PO Box 10906, West Palm Beach, Florida 33419.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock each having \$.01 par value.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 600 Brickell Avenue, Suite 3500, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is GY Corporate Services, Inc.

H15000184957 3

FILED
15 JUL 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H15000184957 3

**ARTICLE 7
DIRECTORS**

The Corporation shall initially have three (3) directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial directors of the Corporation are:

Michele Zanin
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

Claude Bonvouloir
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

Michele Lorenzi
1700 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

**ARTICLE 8
INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

Adi Rappoport, Esquire
c/o Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Suite 500E
West Palm Beach, Florida 33401.

**ARTICLE 9
INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for *permissive indemnification* by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the

H15000184957 3

final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 10 BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 27th of July, 2015.

/s/ Adi Rappoport

Adi Rappoport, Incorporator

H15000184957 3

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

/s/ William J. Hyland

By: _____
William J. Hyland, Vice President

Dated: July 27, 2015

FILED
15 JUL 30 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WPB_ACTIVE 6669684.1