

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CPI (U.S.) Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

SEP 16 2015

S. GILBERT

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ARTICLES OF INCORPORATION  
OF  
CPI (U.S.) INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of CPI (U.S.) Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is CPI (U.S.) Inc. (the "Corporation").

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

The initial principal business office and mailing address of the Corporation is 6363 Edgewater Drive, Suite B, Orlando, Florida 32806.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of all classes of stock that the Corporation shall have authority to issue is: (a) 1,000 shares of common stock, par value \$0.001 per share, and (b) 15,000,000 shares of preferred stock, par value \$1.00 per share ("Preferred Stock").

The following are the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation. Unless otherwise indicated, references to "Sections" or "Subsections" in this Article III refer to sections and subsections of this Article III.

A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth in these Articles and as may be designated by resolution of the Board of Directors with respect to any series of Preferred Stock as authorized in these Articles.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote on an as converted to Common Stock basis.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed in these Articles

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and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as provided below. There is hereby created out of the authorized and unissued shares of Preferred Stock of the Corporation a series of Preferred Stock designated as the "Series A Participating Preferred Stock." The number of shares constituting such series shall be 5,000,000, and such series is referred to herein as the "Series A Preferred." Such number of shares may not be increased or decreased without the approval of the holders of a majority of the then outstanding shares of Series A Preferred.

1. Rank and Dividends.

(a) Rank. The Series A Preferred shall, with respect to dividends and distributions upon liquidation, winding-up and dissolution of the Corporation, rank senior to the Common Stock and to any class or series of capital stock as to dividends or distributions upon liquidation, winding-up and dissolution of the Corporation that is created in accordance with the Section 2.

(b) Dividends. From and after the date of the issuance of any shares of Series A Preferred Stock, dividends at the rate per annum of four percent (4%) of the Series A Original Issue Price (initially \$1.00 per share), compounded annually, shall accrue on such shares of Series A Preferred Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day, whether or not earned or declared, and shall be cumulative; provided however, that except as set forth in this paragraph or in Section 2(a) and 3, the Corporation shall be under no obligation to pay such Accruing Dividends. The Corporation shall not declare, pay, or set aside any dividends on any other shares of capital stock of the Corporation, unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) the amount of the aggregate Accruing Dividends then accrued on such share of Series A Preferred Stock and not previously paid plus (ii) (A) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (1) the dividend payable on each share of such class or series determined, if applicable, as if all such shares of such class or series had been converted into Common Stock and (2) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (B) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series A Preferred Stock determined by dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock and multiplying such fraction by an amount equal to \$1.00 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (such amount, as so adjusted from time to time, being hereinafter referred to as the "Series A Original Issue Price").

2. Liquidation Preference.

(a) Series A Preferred Stock Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the

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holders of Series A Preferred shall be entitled to receive by reason of their ownership thereof, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock or the holders of any other series of Preferred Stock, an amount per share equal to the Series A Original Issue Price, plus any Accruing Dividends (such amount per share as of any date, the "Series A Liquidation Preference"). If, upon the occurrence of such event, the assets and funds available for distribution among the holders of the Series A Preferred shall be insufficient to permit the payment to such holders of the full preferential amounts to which they are entitled, then, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred in accordance with the respective full preferential amounts to which such holders are entitled.

(b) Distribution of Remaining Assets. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred and any other series of Preferred Stock having a preference with respect to liquidations, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of (i) shares of any series of Preferred Stock (but not the Series A Preferred) which may from time to time come into existence and have the right to participate in such distribution (and, in such case, in accordance with its liquidation preference and participation rights), and (ii) shares of Common Stock, pro rata based on the number of shares held by each such holder, immediately prior to such liquidation, dissolution or winding up of the Corporation.

(c) Certain Acquisitions. For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to occur on a Change of Control (as defined below). In the event of any such deemed liquidation, provision shall be made in connection with such transaction to ensure that the holders of Series A Preferred receive, in connection with such transaction, (i) an amount at least equal to the amount that such holders would have received if net consideration payable to the holders of capital stock of the Corporation in such merger or consolidation, as applicable, were available for payment in liquidation, dissolution or winding up of the Corporation pursuant to Section 2(a) in the manner set forth in Section 2(b) above (i.e., in no event shall any consideration be paid in such transaction with respect to the Common Stock unless the full Series A Liquidation Preference is paid to the holders of the Series A Preferred in such transaction) or (ii) if the Change of Control occurs pursuant to clause (iii) of the definition thereof, the fair market value, calculated in accordance with Section 2(d) below, of each share of the Series A Preferred then outstanding. If the consideration received by the Corporation in any deemed liquidation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors.

The Corporation shall give each holder of record of Series A Preferred written notice of any such impending transaction not later than ten (10) days prior the stockholders' meeting called to approve such transaction, or ten (10) days prior to the closing of such transaction, whichever is earlier. For purposes hereof, "Change of Control" means (i) a sale, transfer, lease, exclusive license or other disposition of all or substantially all of the Corporation's assets or business, (ii) any merger, consolidation, reorganization or other business combination transaction of the Corporation with or into another entity, other than a transaction in which the holders of at least a majority of the shares of voting capital stock of the Corporation outstanding immediately prior to such transaction continue to hold (either by such shares remaining outstanding or by their being converted into shares of voting capital stock of the surviving entity) a majority of the total voting

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power represented by the shares of voting capital stock or other voting equity of the Corporation or the surviving entity outstanding immediately after such transaction, or (iii) the direct or indirect acquisition (including by way of new issuance by the Corporation (other than issuances of shares in respect of options or warrants existing as of the date hereof, but solely to the extent that the issuance triggered a Change in Control without factoring in any additional purchases made by such Person subsequent to the date hereof (other than purchases pursuant to the foregoing options and warrants), re-sales of stock by existing shareholders, or a tender or exchange offer), in a single transaction or series of related transactions, by any person or entity, or persons or entities acting as a group, of beneficial ownership or a right to acquire beneficial ownership of shares of the Corporation's capital stock representing at least a majority of the voting power of the then outstanding shares of capital stock of the Corporation.

(d) Determination of Fair Market Value. For purposes of this Section 3, the fair market value of the Common Stock shall be determined as follows:

(i) if, at the time of determination, the Common Stock is traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the 30-period ending three days prior to the closing of such transaction;

(ii) if, at the time of determination, the Common Stock is actively traded over-the-counter, the value shall be deemed to be the average of the closing bid and offer prices over the 30-day period ending three days prior to the closing of such transaction; or

(iii) if, at the time of determination, there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation. The Board of Directors shall notify the holders of Series A Preferred of any determination of fair market value made pursuant to this Section 2(d)(iii) no later than 30 days after the date of the deemed liquidation (which notification may be given prior to such deemed liquidation). If within 15 days after such notification is made, holders of a majority of the then outstanding shares of Series A Preferred notify the Board of Directors in writing of their objection to the calculation of fair market value (including their determination of such fair market value), the valuation shall be submitted for determination by an independent appraiser mutually acceptable to the Corporation and holders of a majority of the then outstanding shares of Series A Preferred. The valuation of such independent appraiser shall be final and conclusive on the Corporation and all holders of Series A Preferred, their successors and assigns. All costs of the independent appraiser incurred pursuant to this Section 2(d)(iii) shall be borne (A) by the Corporation, if the Board of Director's determination of fair market value differs from the independent appraiser's determination by one hundred and twenty percent (120%) or more of the amount, if any, by which the objecting holder's determination of fair market value differs from the independent appraiser's determination, (B) by the objecting holders, if their determination of fair market value differs from the independent appraiser's determination by one hundred and twenty percent (120%) or more of the amount, if any, by which the Board of Director's determination of fair market value differs from the independent appraiser's determination, or (C) equally by both the Corporation and the objecting holders if neither the foregoing clause (A) nor the foregoing clause (B) applies.

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3. Redemption Date and Price. Subject to the rights of series of Preferred Stock which may from time to time come into existence the Corporation may, on any date (a "Redemption Date") determined the Board of Directors (provided that funds are legally available to do so), redeem in whole or in part the Series A Preferred Stock by paying in cash therefor a sum equal to the Series A Original Issue Price, plus Accruing Dividends, plus all other declared or accumulated but unpaid dividends on such shares (the "Redemption Price"). Any redemption effected pursuant to this Section 3 shall be made on a pro rata basis among the holders of the Series A Preferred Stock based upon the total Redemption Price applicable to each holder's shares of Series A Preferred Stock.

(a) Procedure. At least 15 but no more than 30 days prior to each Redemption Date, written notice shall be mailed, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which notice is given) of the Series A Preferred Stock to be redeemed, at the address last shown on the records of the Corporation for such holder, notifying such holder of the redemption to be effected, specifying the number of shares to be redeemed from such holder, the Redemption Date, the applicable Redemption Price, the place at which payment may be obtained and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, such holder's certificate or certificates representing the shares to be redeemed (the "Redemption Notice"). Except as provided in Section 3(c), on or after the Redemption Date, each holder of Series A Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(b) Effect of Redemption; Insufficient Funds. From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of shares of Series A Preferred Stock designated for redemption in the Redemption Notice as holders of such Preferred Stock (except the right to receive the applicable Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. Subject to the rights of series of Preferred Stock which may from time to time come into existence, if funds of the Corporation legally available for redemption of shares of Series A Preferred Stock on any Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon the total Redemption Price applicable to each such holder's shares of Series A Preferred Stock which are subject to redemption on such Redemption Date. Subject to the rights of series of Preferred Stock which may from time to time come into existence, at any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series A Preferred Stock, such funds will immediately be used to redeem the balance of the shares which the Corporation has become obliged to redeem on any Redemption Date but which it has not redeemed.

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4. Voting Rights.

(a) General Matters. Except as may otherwise be required by applicable law or pursuant to the provisions of Section 4(b) below, the Series A Preferred shall not have the right to vote with respect to any matters. The number of authorized shares of Preferred Stock (other than Series A Preferred) may be increased or decreased (but not below the sum of the number of shares thereof then outstanding and the number of shares required for exercise of any rights to purchase or otherwise acquire shares of Preferred Stock) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, and the holders of Series A Preferred shall not have any separate class vote with respect thereto unless expressly required by Section 4(b) below.

(b) Stockholder Approval on Certain Actions by the Corporation. In addition to any other vote or consent required by law or these Articles, for so long as any shares of Series A Preferred are outstanding, the Corporation shall not (either directly or indirectly by amendment, merger, consolidation, sale of substantially all of its assets, liquidation, dissolution, winding-up, reorganization or otherwise), without first obtaining the affirmative vote or written consent of the holders of at least a majority of the Series A Preferred then outstanding, voting together as a single class, take any action that:

- (i) alters the rights, preferences or privileges of the Series A Preferred;
- (ii) creates any new class or series of shares, or issues any such shares or options or convertible securities exercisable or convertible into such shares, that have a preference over the Series A Preferred with respect to dividends or liquidation preferences to the extent such shares are issued or to be issued by the Corporation pro rata in respect of outstanding shares of Common Stock of the Corporation;
- (iii) increases or decreases the authorized number of shares of Series A Preferred;
- (iv) reclassifies Common Stock into shares having a preference over or parity with the Series A Preferred with respect to dividends or liquidation preferences;
- (v) authorizes or pays any dividend or other distribution with respect to the Common Stock without payment in full of dividends on the Series A Preferred;
- (vi) results in (A) the consolidation or merger of the Corporation with or into any other corporation or business entity (other than with or into a wholly-owned domestic subsidiary of the Corporation or with respect to such consolidation or merger where not more than 50% of the voting power of the Corporation is transferred to any party or parties other than the existing stockholders of the Corporation), (B) the sale or other transfer in a single transaction or a series of related transactions of all or substantially all of the assets of the Corporation, or (C) the liquidation, dissolution, winding-up or reorganization of the Corporation if, in each case, such transaction would result in any disproportionate adverse consequences for the holders of Series A Preferred (solely in the respect to their rights as stockholders);

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(vii) (A) commences a voluntary proceeding seeking liquidation, reorganization or other relief with respect to the Corporation or the debts of the Corporation under any bankruptcy, insolvency or other similar law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, custodian or other similar official of the Corporation or a substantial part of the property of the Corporation, (B) consents to any such relief or to the appointment of or taking possession by any such official in an involuntary case or other proceeding commenced against the Corporation, (C) makes a general assignment for the benefit of creditors, (D) generally results in the failure to pay the debts of the Corporation as they become due, or (E) authorizes any of the foregoing if, in each case, such action would result in any disproportionate adverse consequences for the holders of Series A Preferred (solely in the respect to their rights as stockholders); or

(viii) alters or amends the provisions of this Section 4.

5. Anti-dilution. In case the Corporation shall (i) pay a dividend in shares of its Common Stock or make a distribution in shares of Common Stock to holders of its outstanding Common Stock, (ii) subdivide its outstanding shares of Common Stock into a greater number of shares or (iii) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock, then Corporation shall take the equivalent action with respect to the Series A Preferred. In the event the Corporation shall issue any shares of its capital stock in a reclassification of the Common Stock, then each reference in the Articles to "Common Stock" shall be a reference to the kind of securities resulting from such reclassification and the Corporation shall treat any additional securities issued as part of the reclassification as if it were a subdivision pursuant to clause (ii) above.

6. Fractional Shares. Series A Preferred may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights (if any), receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred.

7. Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred, at least five (5) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the anticipated amount and character of such dividend, distribution or right; provided, however, that the foregoing obligations may be waived prospectively or retrospectively by holders of shares of Series A Preferred representing at least a majority of the outstanding shares of Series A Preferred.

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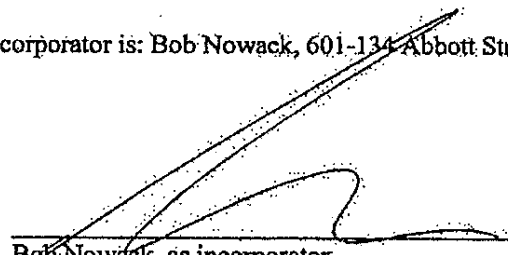
**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602 and the name of the Corporation's initial registered agent at that address is Kevin H. Sutton.

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator is: Bob Nowack, 601-134 Abbott Street, Vancouver, BC V6B 2K4.

EXECUTED: September 14, 2015

  
Bob Nowack, as incorporator

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Kevin H. Sutton

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