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FLORIDA PROFIT/NON PROFIT CORPORATION  
BFE Corporation

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**ARTICLES OF INCORPORATION  
OF  
BFE CORPORATION**

*(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 BFE Corporation (the "Corporation").

**ARTICLE 2**

**DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSE**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE 4**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address and mailing address of the Corporation is 231 Bradley Place, Suite 201, Palm Beach, Florida 33480.

**ARTICLE 5**

**CAPITAL STOCK**

**A. Common Stock**

The Corporation is authorized to issue 10,000,000 shares of Common Stock ("Common Stock") with a par value of \$0.10 per share.

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**B. Preferred Stock**

(1) **Number and Class of Shares Authorized.** The Corporation is authorized to issue up to 1,000,000 shares of Preferred Stock ("Preferred Stock"), which constitutes a separate and single class of shares, and which may be issued in one or more series.

(2) **Rights, Preferences and Restrictions.** The Board of Directors of the Corporation is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations, and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

**ARTICLE 6****SPECIAL MEETING OF SHAREHOLDERS**

The shareholders of the Corporation may not call a special meeting of shareholders unless the holders of at least fifty percent (50%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE 7****INITIAL REGISTERED OFFICE AND AGENT**

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

**ARTICLE 8****DIRECTORS****A. Number of Directors**

The Corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one (1).

**B. Vacancies**

Any vacancies in the Board of Directors resulting from death, resignation, retirement, removal from office, the creation of a new directorship by an increase in the authorized number of directors, or otherwise may only be filled by an affirmative vote of the majority of the directors then in office, though less than a quorum of the entire Board of Directors. Directors so

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chosen to fill any vacancy shall hold office for a term expiring at the Corporation's next annual meeting of shareholders.

### **C. Removal of Directors**

A director may only be removed for cause, which shall be defined for these purposes as a conviction of a felony, declaration of unsound mind by a court order, adjudication of bankruptcy, or such director having been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his or her duty to this corporation in a matter of substantial importance to this corporation and such adjudication is no longer subject to direct appeal. Removal for cause, as defined in this section, must be approved by a vote of at least sixty six and two thirds percent (66 2/3%) of the shares of the Corporation then entitled to vote at an election for that director. Any action for the removal of a director must be brought within one year of such conviction, declaration or adjudication.

## **ARTICLE 9**

### **INCORPORATOR**

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

Brian P. Burns, Sr.  
231 Bradley Place, Suite 201  
Palm Beach, FL 33480

## **ARTICLE 10**

### **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 attorneys' 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 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

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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 11

##### **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 12

##### **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 29<sup>th</sup> day of September, 2015.

  
BRIAN P. BURNS, SR., Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned 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.**By: Name: Robert C. White, Jr.Title: Vice President

Dated: September 29, 2015