

Division of Corporations

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P15000085594

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROLLIN CLOUD VAPOR CORP**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROLLIN CLOUD VAPOR CORP.**

(Doc. #: P15000085594)

The undersigned, as the sole Officers and Directors ROLLIN CLOUD VAPOR CORP., a Florida corporation, which has not yet issued any shares of stock, hereby acknowledge adoption of the following Amended and Restated Articles of Incorporation, pursuant to Chapter 607, Florida Statutes, the Florida Business Corporation Act:

**ARTICLE I
Name**

The name of the proposed corporation shall be ROLLIN CLOUD VAPOR CORP.

**ARTICLE II
Duration**

This corporation shall commenced existence on October 10, 2015 and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III
Nature of Business**

A. This Corporation is formed for the following purposes and shall have the following powers:

1. To own real and personal property, to enter into contracts and agreements, and to engage in any lawful business.
2. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by the provisions of these Articles of Incorporation.

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Rollin Cloud Vapor Corp.
Amended and Restated Articles of Incorporation
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ARTICLE IV
Capital Stock

This corporation is authorized to issue Ten Million (10,000,000) shares of capital stock, which shall be designated as common stock and have no par value.

ARTICLE V
Offices and Registered Agent

The street address of the principal office of this corporation is 3100 NW Boca Raton Blvd., Ste. 201, Boca Raton, Florida 33431. The street address of the registered office of this corporation is 5606 PGA boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The name of the registered agent of this corporation at that address is Frederic T. DeHon, Jr., P.A..

ARTICLE VI
Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the current directors of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the next year of existence of the corporation or until successors are elected or appointed and have qualified are:

MITCHELL STEINBERG, 3100 NW Boca Raton Blvd., Ste. 201, Boca Raton, Florida 33431

FREDERIC T. DeHON, JR., 5606 PGA boulevard, Suite 211, Palm Beach Gardens, Florida 33418

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation is managed by the stockholders.

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ARTICLE VII
Officers

The name and address of the current officers of the corporation who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the next year of existence of the corporation or until successors are elected or appointed and have qualified are:

MITCHELL STEINBERG, President, 3100 NW Boca Raton Blvd., Ste. 201, Boca Raton, FL 33431

FREDERIC T. DeHON, JR., Secretary, 5606 PGA Blvd., Ste. 211, Palm Beach Gardens, FL 33418

ARTICLE VIII
Incorporator

The name and address of the person signing the initial Articles as incorporator was:

MITCHELL STEINBERG, 3100 NW Boca Raton Blvd., Ste. 201, Boca Raton, Florida 33431.

ARTICLE IX
Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE X
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of

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the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

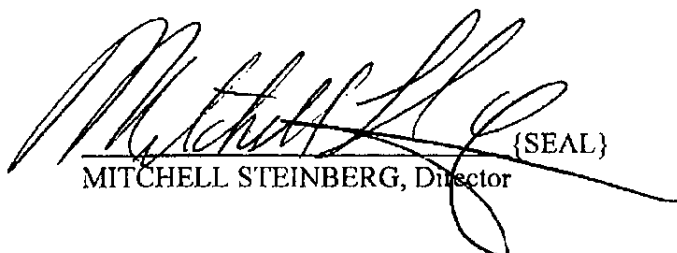
ARTICLE XI
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XII
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, we the undersigned, all the Directors, no shares of stock in the corporation having been issued, under authority of Resolution adopted by the Board of Directors, and in conformance with the procedures set forth in Chapters 607, Florida Statutes (2015) for the purpose of amending and restating the corporation's Articles of Incorporation, hereby declare and certify that the facts herein stated are true and hereunto set our hands and seals this 16th day of December, 2015.

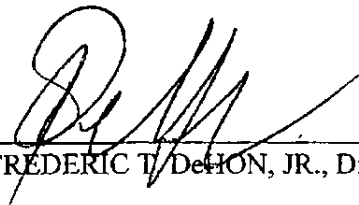

(SEAL)
MITCHELL STEINBERG, Director

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STATE OF FLORIDA
DIVISION OF CLERK OF COURT
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 (SEAL)
FREDERIC T. DeHON, JR., Director

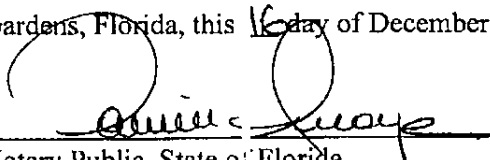
STATE OF FLORIDA

COUNTY OF PALM BEACH

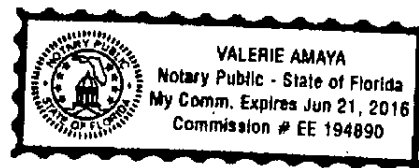
BEFORE ME the undersigned authority, personally appeared MITCHELL STEINBERG,
☒ to me well known, or ☐ identified to me by _____, and
FREDERIC T. DeHON, JR., ☒ to me well known, or ☐ identified to me by _____
_____, Directors of ROLLIN CLOUD VAPOR CORP., to be the individuals
described in and who executed the foregoing Amended and Restated Articles of Incorporation, and
they acknowledged before me that they executed the same for the purposes therein expressed
pursuant to duly adopted corporate resolution.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Palm Beach

Gardens, Florida, this 16 day of December, 2015.



Notary Public, State of Florida
Notary's Printed Name:
My commission expires:
My commission number:



(NOTARY SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place
designated in these Articles, I hereby accept to act in this capacity, agree to comply with the

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DIVISION OF CORPORATIONS

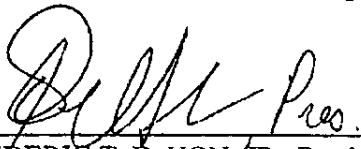
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provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.01, et seq., Fla. Stat., and accept the obligations thereof.

FREDERICK T. DeHON, JR., P.A., Registered
Agent

By:

 Pres.
FREDERIC T. DeHON, JR., President

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