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### LAW OFFICE OF CHRISTINE N. FAILEY, P.A.

3902 Henderson Blvd., Suite 201 Tampa, FL 33629 813-895-3663/cfailey@cfaileylaw.com

Department of State Division of Corporations Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

October 9, 2015

RE: CLICK-CLICK-BOOM PHOTOGRAPHY INC.

Dear Sir or Madam:

Please find the enclosed Articles of Incorporation regarding CLICK-CLICK-BOOM PHOTOGRAPHY INC., as well as a check for \$70.00 for filing fees regarding same.

Please take note that the effective date, upon your approval, is January 2, 2016.

Thank you for your assistance regarding this matter.

Sincerely yours,

Law Office of Christine N. Failey, P.A.

(813) 895-3663 x) 401 cfailey@cfaileylaw.com



#### ARTICLES OF INCORPORATION

15 OCT 12 AM 7: 28

**OF** 

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### CLICK-CLICK-BOOM PHOTOGRAPHY INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 – NAME**

The name of the Corporation is **CLICK-CLICK-BOOM PHOTOGRAPHY INC.** (hereinafter, "Corporation").

#### **ARTICLE 2 – PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal place of business of this Corporation is 1827 Oklahoma Ave. NE, Saint Petersburg, Florida, and the mailing address is 1827 Oklahoma Ave. NE, Saint Petersburg, Florida.

#### **ARTICLE 4 – INCORPORATOR**

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

Christine N. Failey, Esq. 3902 Henderson Blvd., Suite 201 Tampa, Florida 33629

#### **ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President:

Travis Failey

Secretary:

Travis Failey

whose mailing addresses shall be the same as the principal office of the Corporation.

#### <u>ARTICLE 6 – CORPORATE CAPITALIZATION</u>

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$.01).

- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common share shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional share of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

#### **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### <u>ARTICLE 8 - TERM OF EXISTENCE</u>

This Corporation shall have perpetual existence.

#### **ARTICLE 9 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest, in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Law Office of Christine N. Failey, P.A., located at 3902 Henderson Blvd., Suite 201, Tampa, Florida 33629. The name and address of the Registered Agent of this Corporation is Christine N. Failey, Esq., located at 3902 Henderson Blvd., Suite 201, Tampa, Florida 33629.

#### <u>ARTICLE 11 – BYLAWS</u>

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 12 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective on January 2, 2016, and upon the approval of the Secretary of State, State of Florida, pursuant to Florida Statute section 607.0123(2).

#### **ARTICLE 13 – INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director(s) that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Director(s). The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable, and the other provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, pursuant to Florida Statute section 607.0120(6)(a), has made and subscribed these Articles of Incorporation at Tampa, Florida for the foregoing uses and purposes on this day of October, 2015.

By: <u>(//av 4a/g</u> Travis Failey, President

## ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Christine N. Failey., Esq., having a business office located at 3902 Henderson Blvd., Suite 201, Tampa, Florida 33629, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with, and accepts the obligations of the position of Registered Agent under Florida Statute section 607.0505, and other applicable Florida Statutes.

Christine N. Failey, Esq.

SECRETARY OF STATE