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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Venceremos, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy	☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Richard C. Fox

Name (Printed or typed)

561 NE Zebrina Senda

Address

Jensen Beach, FL 34957

City, State & Zip

(772) 225-6435

Daytime Telephone number

rickfoxesq@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

STATE OF FLORIDA

**ARTICLES OF INCORPORATION
OF
VENCEREMOS, INC.**

The undersigned, desiring to form, organize and incorporate a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation and certifies:

ARTICLE I

The name of this corporation shall be:

VENCEREMOS, INC.

ARTICLE II

The initial principal place of business and mailing address of the corporation

561 NE Zebrina Senda
Jensen Beach, FL 34957

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights, powers and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Seventy-five Million (75,000,000) shares having a par value of one tenth of a cent (\$.001) per share.

The Seventy-five Million (75,000,000) shares which the corporation shall have authority to issue is divided into two classes:

5,000,000 Preferred Shares, having a par value of one tenth of a cent (\$.001) per share

and

70,000,000 Common Shares, having a par value of one tenth of a cent (\$.001) per share

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A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

A. Common Shares. The terms of the Common Shares of the corporation shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

(3) Voting Rights. Each holder of a Common Share shall have one vote in respect of each share of such stock held by him. There shall not be cumulative voting.

B. Preferred Shares. The terms of the Preferred Shares of the corporation shall be as follows:

(i) Control Series of Preferred Shares. From the 5,000,000 shares of Preferred Stock authorized, there shall be a series of Five Thousand (5,000) shares, designated as the "Control Series", which is hereby authorized and designated.

(1) Dividends. The Control Series shall not be entitled to receive any dividends,

(2) Liquidation. In the event of a liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of shares of the Control Series shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus of any nature, the sum of one tenth of a cent (\$.001) per share, after payment to the holders of any senior Series of Preferred Stock.

(3) Voting Rights. Until December 31, 2017, the holders of the Control Series of

Preferred Stock (a) voting as a separate class from the Common Stock and all other series of Preferred Stock, shall have the right to elect a majority of the Board of Directors, and (b) voting on all other matters to come before the stockholders with the holders of the Common Stock as a single class, each share shall have one hundred (100) votes per share, and (c) shall not have preemptive rights. The Control Series shall lose all voting rights on December 31, 2017.

(4) Conversion. The shares of the Control Series shall not have any conversion rights.

(5) Preemptive Rights. No holder of any shares of the Control Series shall have preemptive rights or shall be entitled to subscribe for or purchase any part of any new or additional issue of shares of any class or series, or securities convertible into, exchangeable for, or exercisable for the purchase of, shares of any class or series, whether now or hereafter authorized and whether issued for cash, property, services, by way of dividends, or otherwise.

(ii) From the 5,000,000 shares of Preferred Stock authorized, a series of Six Hundred Thousand (600,000) shares, designated as the "Founder's Series", is hereby authorized and designated. The Founder's Series shall be senior as to dividends and liquidation rights and preferences to the Control Series and any subsequently designated series of Preferred Stock.

(1) Dividends. Pro-rated for the period issued and outstanding during the calendar years 2015 and 2016; otherwise, if issued for the entire year, for the calendar years 2016 and 2017, the shares of the Founder's Series shall be entitled to receive a dividend of Ten Cents (\$.10) per share. The Company shall pay such dividend to the extent earned within 120 days after the end of the prior calendar year; any unearned portion shall be accrued and paid at the end of the next calendar year when and if earned. For the calendar years thereafter, the shares of the Founder's Series shall be entitled to receive a dividend of Twenty-five Cents (\$.25) per share. The Company shall pay such dividend to the extent earned within 120 days after the end of the calendar year; any unearned portion shall be accrued and paid at the end of the next calendar year when and if earned. The shares of the series shall also receive such further or additional dividends as the Board of Directors may declare from time to time from funds legally available for the payment of dividends. The Board of Directors may elect to pay dividends quarterly during a calendar year if and when the Company's financial condition permits.

(2) Liquidation. In the event of a liquidation, dissolution, or winding up of the

Company, whether voluntary or involuntary, where the holders of shares of the Founder's Series do not elect to convert to shares of the Common Stock of the Company, the holders of shares of the Founder's Series shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus of any nature, the sum of Five Dollars (\$5.00) per share, and, in addition to such amount, a further amount equal to the dividends declared or accrued but unpaid thereon, to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of shares of Preferred Stock junior to the Founder's Series and/or the Common Stock of the Company. If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets distributed among the holders of the Founder's Series shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of the Company to be distributed shall be distributed ratably among the holders of the Founder's Series.

(3) Voting Rights. Each share of such series shall have one (1) vote, and the series shall vote with the Common Stock as a single class.

(4) Conversion. Each share of the series shall be convertible, from time to time, and at any time, at the option of the holder, into one (1) share of the corporation's Common Stock.

(5) Preemptive Rights. No holder of any shares of the Founder's Series shall have preemptive rights or shall be entitled to subscribe for or purchase any part of any new or additional issue of shares of any class or series, or securities convertible into, exchangeable for, or exercisable for the purchase of, shares of any class or series, whether now or hereafter authorized and whether issued for cash, property, services, by way of dividends, or otherwise.

(6) Redemption. At any time after issuance, the Company, at the option of the Board of Directors, may redeem the whole of, or from time to time may redeem part of, the Founder's Series by paying in cash therefor Five Dollars (\$5.00) and, in addition to such amount, a further amount equal to the dividends declared but unpaid thereon, to the date of redemption. In case of the redemption of a part only of the outstanding shares of the Founder's Series, the Company shall designate by lot, in such manner as the Board of Directors may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the shares of the Founder's Series at any time outstanding may not be redeemed until all dividends declared, accrued and in arrears upon all of the shares of the Founder's Series outstanding shall have been

paid for all past dividend periods, and until full dividends, if any, on all shares of the Founder's Series then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least 30 days' previous notice by mail, postage prepaid, shall be given to the holders of record of the shares to be redeemed.

(iii) Prior to the issuance of any of the balance of the 5,000,000 authorized Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the total shares authorized, and such shares shall constitute a series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares, other than the Founder's Series. Also, any series of the Preferred Shares may have voting rights.

ARTICLE V

The name and street address of the initial registered agent is:

Richard C. Fox
561 NE Zebrina Senda
Jensen Beach, FL 34957

ARTICLE VI

The business and property of the corporation shall be managed by a Board of Directors of not fewer than one (1) nor more than twenty-one (21) directors, who shall be natural persons of full age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be residents of the State of Florida nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is hereby expressly authorized, to

increase or decrease the number of directors from time to time without requiring a vote of the shareholders.

ARTICLE VII

The name and address of the incorporator is:

Richard C. Fox
561 NE Zebrina Senda
Jensen Beach, FL 34957

ARTICLE VIII

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

ARTICLE IX

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment and shall be in addition to, and not in lieu of, all statutory authorizations for indemnification of directors and officers:

(a) This corporation shall indemnify any director and any officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by reason of the fact that he/she is or was a director or officer of this corporation or was serving at the request of this corporation as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, of itself,

create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

(b) The corporation shall also indemnify any director or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority in voting interest of the shareholders.

ARTICLE X

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the laws of Florida proscribe this limitation and then only to the extent that this limitation is specifically so proscribed.

ARTICLE XI

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided

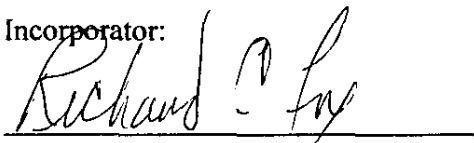
that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XII

The Board of Directors, without the consent of the stockholders of the corporation, may adopt any recapitalization affecting the outstanding shares of capital stock of the corporation by effecting a forward or reverse split of all of the outstanding shares of any class of capital stock of the corporation, with appropriate adjustment to the corporation's capital accounts. However, no such recapitalization shall reduce or eliminate any right, power or seniority designated for any class or series.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, have hereunto duly executed the foregoing Articles of Incorporation, to be filed in the Office of the Secretary of State of Florida, this ____ day of November, 2015. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

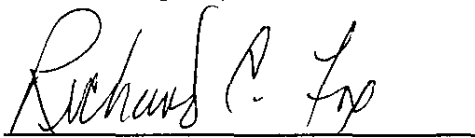
Incorporator:



Richard C. Fox

Acceptance of Appointment as Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Richard C. Fox