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To:
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Fax Number : (850) 617-6381

From:
Account Name : SHUTTS & BOWEN LLP
Account Number : I20060000106
Phone : (813) 229-8900
Fax Number : (813) 229-8901

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Arrowmaker Group, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
ARROWMAKER GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name & Address

The name of this corporation shall be:

“ARROWMAKER GROUP, INC.”

The principal office and mailing address of this corporation shall be:

5410 W. Tyson Avenue, #E
Tampa, Florida 33611

ARTICLE II
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III
Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Capital Stock

(a) The total number of shares of common capital stock authorized to be issued by the corporation shall be Two Hundred Thousand One (200,001) shares of which Two Hundred Thousand (200,000) shall be Class A common stock and One (1) of which shall be Class B common stock, all without par value.

(b) Each of the said shares of stock shall entitle the holder thereof to one (1) vote on all matters upon which the stockholders are entitled to vote, to receive dividends and other distributions as authorized by the Board of Directors in accordance with the Florida Business Corporation Act (the “Act”). Pursuant to Section 607.0601 of the Act, there shall be two (2) classes of stock, Class A

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common stock and Class B common stock, the rights and privileges of which are identical in all respects except that (i) certain corporate actions as described in Article IV, section (c) are required to be approved by a majority vote of the holders of Class A common stock and the unanimous vote of the Class B common stock, each voting separately as a voting group, (ii) the holders of Class A common stock have the right to elect a number of directors to the Board of Directors as specified in the Bylaws, which number shall not be less than one (1), by majority vote and the holders of the Class B common stock have the right to elect a number of directors to the Board of Directors as specified in the Bylaws, which number shall not be less than one (1) greater than the number of directors elected to the Board of Directors by majority vote of the Class A common stock, and (iii) Class B common stock shall be redeemable by the Corporation upon the holder's death, retirement or other termination or at such time as the holder of Class B common stock sells all of his shares of Class A common stock.

(c) The actions by the Corporation enumerated below will require votes by the holders of the Class A common stock and the holders of the Class B common stock, each voting as a separate voting group. The affirmative vote of (i) a majority of the holders of the issued and outstanding shares of the Class A common stock and (ii) the unanimous consent of the holders of the issued and outstanding shares of the Class B common stock, each voting as a separate class, shall be required to approve the following corporate actions:

- (i) Any transfer, or other disposition of all or substantially all of the assets of the Corporation other than in the normal course;
- (ii) Any merger or consolidation of the Corporation with or into another entity;
- (iii) Any fundamental change in the purpose, scope or principal business of the Corporation;
- (iv) The termination of the Corporation's business activities, other than pursuant to express provisions in the Bylaws;
- (v) The dissolution or liquidation of the Corporation, other than pursuant to express provisions in the Bylaws;
- (vi) Any amendment of the Articles of Incorporation or the Bylaws of the corporation;
- (vii) The authorization or issuance of any additional common or preferred stock, option, convertible or participating debts or similar right to acquire common or preferred stock of the Corporation to any party, including any existing stockholder;
- (viii) The sale or redemption of shares of stock to or from any person except pursuant to the Bylaws of the Corporation or a contract previously approved in accordance with this provision;
- (ix) The selection of attorneys and accountants for the Corporation; and

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(x) The institution of litigation by the Corporation.

(d) The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(e) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE VI **Control-Share Acquisitions**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, Florida Statutes.

ARTICLE VII **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607, and the name of the corporation's initial registered agent at such address is Shutts & Bowen LLP, Attention: Sally T. Woodward, Esq. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII **Indemnification**

The corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for

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proceedings to enforce rights to indemnification, the corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized and consented to by the directors of the corporation. The right to indemnification conferred by this Article VIII shall include the right to be paid by the corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article VIII.

The corporation may, to the extent authorized from time to time by the directors of the corporation, provide rights to indemnification and to the advancement of expenses to other employees and agents of the corporation similar to those conferred in this Article VIII to directors and officers of the corporation.

The rights to indemnification and to the advance of expenses conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VIII shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

ARTICLE IX **Director Liability**

No director shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the Florida Business Corporation Act (the "Act") as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE X **Initial Directors**

The following individuals are hereby appointed as the initial directors of the Corporation, until his or her successor(s) are elected and qualified:

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Johnny Pantages
Gerald Uttaro
Bruce Ferber
John Carnery

ARTICLE XI
Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Sally T. Woodward	4301 W. Boy Scout Blvd., Suite 300 Tampa, Florida 33607

ARTICLE XII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

/s/ Sally T. Woodward
Sally T. Woodward, Incorporator

Dated: December 28, 2015

12/28/2015 15:01 FAX

Shutts & Bowen LLP

APPROVED
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, TALLAHASSEE, FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ARROWMAKER GROUP, INC. has named Shutts & Bowen LLP, at 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SHUTTS & BOWEN LLP

By: /s/ Sally T. Woodward, Esq.
For the firm

Date: December 28, 2015

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