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(Document Number)

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## COVER LETTER

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

Document Number: W15000080198

**SUBJECT:** Cientis Technologies 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  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Venture Law Corporation

\_\_\_\_\_  
Name (Printed or typed)

618 - 688 West Hastings Street

\_\_\_\_\_  
Address

Vancouver, British Columbia

\_\_\_\_\_  
City, State & Zip

604-659-9188

\_\_\_\_\_  
Daytime Telephone number

acormick@venturelawcorp.com

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 14, 2015

VENTURE LAW CORPORATION  
ATTN: ALIXE B. CORMICK  
688 WEST HASTINGS STREET, SUITE 618  
VANCOUVER, BRITISH COLUMBIA, V6B 1-P1

SUBJECT: CIENTIS TECHNOLOGIES INC.  
Ref. Number: W15000080198

We have received your document for CIENTIS TECHNOLOGIES INC. and check(s) totaling \$78.75. However, your check(s) and document are being returned for the following:

Office policy prevents this office from processing the enclosed check(s). All checks processed by this office must be payable in U.S. dollars and drawn on a bank located in the United States.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 215A00026074

December 22, 2015

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

Dear Sirs and Madams,

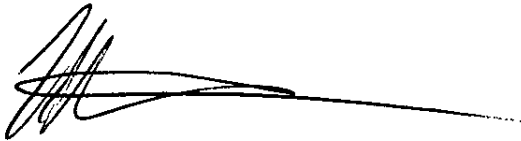
**RE: New Incorporation Document Number: W15000080198**

Articles of Incorporation for form a new company named "**Cientis Technologies Inc.**" was filed earlier this month with the Florida Department of State. This filing was assigned Document Number: W15000080198 by your office.

The U.S. dollar check that was included in the filing was from a Canadian banking institution which we understand your office does not accept. At this time please find enclosed a bank draft/cheque drawn from a U.S. banking entity for the amount of US\$ 78.75.

We trust you will find the enclosed in order.

Yours Truly,

A handwritten signature in black ink, appearing to read 'THOMAS STRINGHAM', with a long horizontal flourish extending to the right.

THOMAS STRINGHAM  
Founder and CEO,  
CIENTIS TECHNOLOGIES

15 DEC 29 AM 10:20  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
OF THE STATE OF  
FLORIDA

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### ARTICLE I NAME

The name of the corporation shall be: Cientis Technologies Inc.

### ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

2736 Buckthorn Way  
Naples, FLA 34105

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Any and all lawful business.

### ARTICLE IV SHARES

The number of shares of stock is:

A. **500,000,000 shares of common stock** with a par value of \$0.001 per share. Each share of issued and outstanding common stock share entitle the holder thereof to fully participate in all shareholders meeting, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation on liquidation or dissolution.

B. **100,000,000 share of preferred stock** with a par value of \$0.001 per share. The board of director is expressly vested with the authority to divide any or all of the preferred stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable on the shares in event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, non-cumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The board of directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining

the relative rights and preferences thereof. The board of director may make any change in the designation, terms, limitations, and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the board of directors originally fixing the number of shares constituting any series, the board of directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number shares of any series subsequent to the issue of the shares of such series. In case of the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

### **C. Certificate of Designation, Series A Preferred Stock**

1. **Designation.** This class of stock of the corporation shall be named and designated "Series A Preferred Stock". It shall have 100 shares authorized at \$0.001 par value per share.

2. **Conversion Rights.** None.

3. **Issuance.** Shares of Series A Preferred Stock may only be issued as directed by a majority vote of the board of directors.

4. **Voting Rights.**

(a) If at least one share of Series A Preferred Stock is issued and outstanding, than the total aggregate shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of:

- i. the total number of shares of common stock which are issued and
- ii. outstanding at the time of voting, plus
- iii. the total number of Series B and Series C Preferred Stock which are issued and outstanding at the time of the voting.

(b) Each individual share of Series A Preferred Stock shall have voting rights equal to:

[four (4) times the sum of: {all shares of common stock issued and outstanding at the time of voting + all shares of Series B and Series C Preferred Stock issued and outstanding at the time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title:	Thomas Stringham	Name and Title:	
	PTSD		
Address:	1441 East Pender Street	Address:	
	Vancouver, BC V5L 1V7		

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Florida Registered Agent LLC  
Address: 3030 N. Rocky Point Dr. Suite 150A  
Tampa, FL 33607

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Thomas Stringham  
Address: 1441 East Pender Street  
Vancouver, British Columbia V5L 1V7

**ARTICLE VIII EFFECTIVE DATE:**

These Articles shall be effective upon filing with the Secretary of State for Florida.

**ARTICLE IX BYLAWS:**

The power to adopt, alter, amend or repeal bylaws of the corporation shall be vested in the shareholders and separately in its board of directors, as prescribed by the bylaws of the corporation.

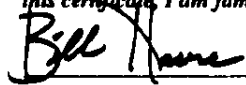
**ARTICLE X INDEMNIFICATION:**

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in § 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by § 607.0850, as then in effect, or by any successor law thereto.

**ARTICLE XI CONTROL SHARE ACQUISITION STATUTE INAPPLICABLE:**

Section 607.0902 of the Florida Statutes regarding control share acquisitions is not applicable to this Corporation and shall not have any effect upon the voting rights relating to issued and outstanding shares of capital stock of the Corporation.

*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*



Bill Havre/Assistant Secretary/Registered Agents Inc.

Required Signature/Registered Agent

December 1, 2015

Date

*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 s.817.155, F.S.*



Thomas Stringham, Incorporator

Required Signature/Incorporator

December 1, 2015

Date

15 DEC 29 AM 10:20  
RECEIVED