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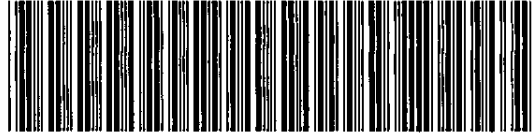
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TALLAHASSEE FLORIDA

## COVER LETTER

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

SUBJECT: Unyxio Corp.  
(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      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Jonathan Voss  
Name (Printed or typed)

22171 Clinton Avenue  
Address

Port Charlotte, FL 33954  
City, State & Zip

239-410-1804  
Daytime Telephone number

k98kurz@gmail.com  
E-mail address. (to be used for future annual report notification)

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

# Articles of Incorporation

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

## Article I: Name

The name of this corporation will be Unyxio Corp.

## Article II: Principal Place of Business

The street address of the principal place of business will be the following, and the mailing address will be the same:

20101 Peachland Blvd.  
Suite 203  
Port Charlotte, FL 33954

## Article III: Purpose and Operations

This corporation is formed to conduct business, and it will do so in any manner legal and befitting the goals of the Board of Directors and Executive Officers. The operations of Unyxio Corp. include but are not limited to the following:

- Creating, maintaining, supporting, acquiring, vending, exchanging, or otherwise managing or interacting with any computer systems or software
- Creating, maintaining, or otherwise managing accounts in financial institutions for any legal purpose
- Creating or maintaining any mortgages, debentures, liens, or other debts
- Entering into contracts for the exchange of any service, capital, or asset, physical or non-physical, for any other service, capital, or asset, or any combinations thereof; such contracts may be of definite or indefinite length of time, final or revocable, or with any arbitrary stipulations befitting the causes of the relevant parties
- Entering into leases of land, equipment, or other asset, or granting the same
- Exchanging or otherwise managing Intellectual Property of any form, whether for compensation, contractual consideration, or any other reason

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#### **Article IV: Authorization of Shares**

The number of Common Voting Shares authorized is ten thousand (10,000). The number of Common Non-Voting Shares authorized is ten thousand (10,000). In total, the number of Common Shares amounts to twenty thousand (20,000). The par value of Common Shares of each type is one hundredth of a United States Dollar (\$0.01).

In the event that the number of authorized Shares is deemed by the Board of Directors to be insufficient, authorization of additional Shares through an Amendment to these Articles is acceptable pursuant to the following conditions:

1. The Board of Directors must specify the quantity, class, and rights of the Shares to be authorized.
2. The Board of Directors must reach a simple majority vote with no abstentions, or a two-thirds majority vote in the case of any abstentions.
3. The Amendment authorizing the new Shares must be reviewed at a Shareholder Meeting before a Shareholder Vote is called.
  - a) Each Shareholder can cast a number of votes equal to the number of Shares with Voting Rights owned by such Shareholder.
  - b) For the Amendment to pass, it must receive a simple majority of votes from all outstanding, issued Shares with Voting Rights.
  - c) In the case that the total holdings of Shares with Voting Rights of Shareholders present and voting is less than three quarters of the total of outstanding, issued Shares with Voting Rights, a two-third majority vote of present and voting Shareholders is required to pass the Amendment.
  - d) In the case that a Shareholder Vote involves multiple alternative Amendments, voting will be done through the Single Transferable Vote method:
    - i. Shareholders rank the alternative Amendment proposals according to preference. Abstaining from ranking a proposal constitutes a vote of "nay" for that proposal.
    - ii. The proposal with the least number of primary votes is eliminated.
    - iii. Votes for an eliminated proposal are then distributed according to the secondary ranked proposal of those votes.
    - iv. The process of elimination and redistribution of votes is repeated until a single proposal remains. For redistributed ballots whose next highest ranked choice has already been eliminated, the votes will be distributed to the next highest ranked choice that has not been eliminated. If there are no remaining uneliminated proposals ranked on the ballot, the ballot votes will be discarded.
4. Shareholders of all types and classes of Shares owning at least 1% of total issued and outstanding Shares will then be granted a Pro-Rata Right of First Refusal.
  - a) The amount of newly authorized Shares the Shareholder has the right to purchase will be proportional to the Shareholder's original ownership:
    - i. Original ownership = number of Shareholder's Shares ÷ number of Shares issued and

outstanding before Amendment.

- ii. Number of Shares offered for purchase = original ownership  $\times$  number of newly authorized Shares, rounded down to the nearest integer.
- iii. The above formulas may be adjusted as necessary to fulfill any additional contractual rights or obligations as described in the authorization of any types or classes of Shares issued prior to the Amendment taking effect.
- iv. Unyxio Corp. must notify Shareholders in advance of any authorization of new Shares, and Shareholders have a period of 90 days from the time of authorization of new Shares to accept or decline the offer to purchase more Shares. If Shareholder does not respond within 90 days from the receipt of notification, Shareholder forfeits Right of First Refusal for the newly authorized Shares. Participation in the Shareholder Meeting in which the Amendment is passed constitutes receipt of notification.
- v. In the event that Unyxio Corp. fails to notify a Shareholder of the authorization of new Shares, such Shareholder may exercise this Right at any time after such authorization is effective and before receipt of notification from Unyxio Corp. If the amount of newly authorized and unissued Shares is insufficient to fulfill the purchasing Right of the Shareholder, Shareholder and the Unyxio Corp. Board of Directors will enter settlement negotiation, non-binding arbitration, or, if necessary, mediation to resolve the matter equitably and amicably.
- vi. A Pro-Rata offer conforming to subsections (i), (ii), and (iii) of this section (a) of this clause (4) may be extended to Shareholders who own less than 1% of total issued and outstanding Shares at the discretion of the Board of Directors.
- b) The price per Share offered to the Shareholder will be determined at the discretion of the Board of Directors and announced before the vote is called on the proposed Amendment.
- c) In the case that a new class of stock is authorized, additional qualifications and provisions may be specified by the Board of Directors, which may influence the calculations of original ownership or number of newly authorized Shares purchasable by Shareholder.
- d) This Right concerns only the authorization of new Shares and has no guarantee or effect in the event of issuance of Shares already authorized.

The Board of Directors is responsible for determining and announcing to Shareholders the time and place of the Annual Shareholder Meeting, which will convene in the month of January, February, or March. Shareholders owning Shares of all types and classes are entitled to attend the Annual Shareholder Meeting and participate in any Elections and Referendums for which they hold Voting Rights.

**Article V: Initial Officers**

David Adorno  
President and CEO  
2209 NW 1st Place  
Cape Coral, FL 33993

Jonathan Voss  
Vice President and CTO  
22171 Clinton Avenue  
Port Charlotte, FL 33954

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**Article VI: Registered Agent**

Jonathan Voss  
22171 Clinton Avenue  
Port Charlotte, FL 33954

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this Article, I hereby certify that I understand this responsibility, accept this appointment, and agree to act in this capacity.

Jonathan Voss

1/9/2016

Signature of Registered Agent

Date

**Article VII: Incorporator**

Jonathan Voss  
22171 Clinton Avenue  
Port Charlotte, FL 33954

I submit this document and affirm that the facts stated herein are true and accurate to the best of my knowledge. I am aware that the intentional submission of false information in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Jonathan Voss

1/9/2016

Signature of Incorporator

Date