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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. Gulligan FEB 2 - 2016

## COVER LETTER

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

SUBJECT: CATALYST COUNSELORS, CORPORATION  
(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: CLAUDIA JO WILLIS  
Name (Printed or typed)

12 S.E. 7 STREET, SUITE 706  
Address

FT. LAUDERDALE FL 33301  
City, State & Zip

(954) 522-7744  
Daytime Telephone number

CLAUDIA@CJWILLISLAW.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**

**OF**

**CATALYST COUNSELORS, CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, does hereby subscribed to acknowledge, and file, and following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: **CATALYST COUNSELORS, CORPORATION**

**ARTICLE II - PURPOSE**

This corporation for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III - TERM**

This corporation shall commence its existence on the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of one (\$1.00) dollar, par value, common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just value to be fixed by the Board of Directors.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class pr series as that which he already holds, shall have the right to purpose his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VII - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

12 S.E. 7 Street, Suite 706, Fort Lauderdale, Florida 33301

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Claudia Jo Willis

12 S.E. 7 Street, Suite 706, Fort Lauderdale, Florida 33301

#### ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation shall have eight ( 8 ) directors, initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than twelve ( 12 ) directors. The name and address of the initial directors of this corporation are:

CLAUDIA JO WILLIS	12 S. E. 7 Street, Suite 706, Fort Lauderdale, FL 33301
CARIN PORRAS:	100 NE 3rd Ave Suite 480, Fort Lauderdale, FL 33301

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles are:

CLAUDIA JO WILLIS  
12 S.E. 7 Street  
Suite 706  
Fort Lauderdale, FL 33301

#### ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any formal officer or director, to the fullest extent permitted either now existing or hereafter enacted.

#### ARTICLE XII - POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the director of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract of any transaction of this corporation, provide that the fact that

he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of the quorum of any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

#### ARTICLE XIII - CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon dividends due them for any indebtedness of such shareholders to the corporation.

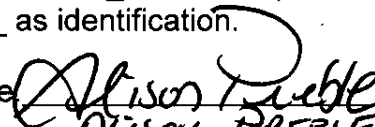
I Witness Whereof the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of January, 2016.

INCORPORATOR:

 (SEAL)  
Claudia Jo Willis

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2016, by Claudia Jo Willis, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Notary Signature:   
Notary Name: ALISON PREBLE  
My Commission Expires: \_\_\_\_\_



ALISON JANE PREBLE  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF908387  
Expires 9/25/2019

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

**OF**

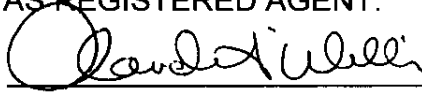
**CATALYST COUNSELORS, CORPORATION**

Pursuant to the provisions of § 48.091, § 607.0501 and § 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is CATALYST COUNSELORS, CORPORATION.
2. The name and address of the registered agent and office are:

CLAUDIA JO WILLIS  
12 S.E. 7 STREET  
SUITE 706  
FORT LAUDERDALE, FL 33301

HAVING BEEN NAMED A REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACED DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

 (SEAL)  
CLAUDIA JO WILLIS

Dated: Jan. 19, 2016

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA