

From:

04/21/2016 16:16

#084 P.001/005

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H16000099468 3)))



H160000994683ABCA

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I200000000088  
Phone : (800)221-0102  
Fax Number : (800)944-6607

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

RECEIVED

16 APR 21 PM 4:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**EMS Find Florida Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

16 APR 21 PM 12:37

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

APR 22 2016

T. SCOTT

From:

04/21/2016 16:16

#084 P.002/005

**ARTICLES OF INCORPORATION OF  
EMS FIND FLORIDA INC.**

---

THE UNDERSIGNED INCORPORATOR, for the purpose of incorporating a corporation in compliance with Chapter 607 and/or Chapter 621, Florida Statutes (Profit), certifies:

**ARTICLE I:** The name of the corporation is EMS Find Florida Inc. (the "Corporation").

**ARTICLE II:** The principal office and mailing address of the Corporation shall be 8323 NW 12th Street, Suite 204, Doral, FL 33126.

**ARTICLE III:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as may be amended from time to time.

**ARTICLE IV:** A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares consisting of: (i) 9,000,000 shares of Common Stock, with a par value of \$0.0001 per share (the "Common Stock") and (ii) 1,000,000 shares of Preferred Stock, with a par value of \$0.0001 per share (the "Preferred Stock").

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board") is hereby authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights, and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issue of such shares and as may be permitted by the Florida Business Corporation Act. The Board is also hereby authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**ARTICLE V:** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Florida Business Corporation Act or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

**ARTICLE VI:** The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 29 PM 12:37

**ARTICLE VII:** Vacancies and newly created directorships resulting from (i) an increase in the authorized number of directors, (ii) death, (iii) resignation, (iv) retirement, (v) disqualification, (vi) removal from office or (vii) any other cause, may be filled by a majority vote of the remaining directors then in office, although less than a quorum, or by the sole remaining director, and each director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which he or she has been elected expires and until such director's successor shall have been duly elected and qualified.

**ARTICLE VIII:** The name and Florida street address of the registered agent is Caleb Rojas with address at 8323 NW 12th Street, Suite 204, Doral, FL 33126.

**ARTICLE IX:** The name and mailing address of the incorporator is Caleb Rojas with address at 8323 NW 12th Street, Suite 204, Doral, FL 33126.

**ARTICLE X:** The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation, and the following person will serve as the sole director until the first annual meeting of stockholders or until his successor is elected and qualify: Caleb Rojas with address at 8323 NW 12th Street, Suite 204, Doral, FL 33126.

**ARTICLE XI:** Unless the Corporation consents in writing to the selection of an alternative forum, the US District Court in Dade County, Florida shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Florida Business Corporation Act, or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XI.

**ARTICLE XII:** A. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), any person (a "Covered Person") who was or is a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature (a "proceeding"), by reason of the fact that such Covered Person, or a person for whom he or she is the legal representative, is or was, at any time during which this Section A of Article XII is in effect (whether or not such Covered Person continues to serve in such capacity at the time any indemnification or payment of expenses pursuant hereto is sought or at the time any proceeding relating thereto exists or is brought), a director or officer of the Corporation, or has or had agreed to become a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, employee benefit plan, trust, nonprofit entity or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, trustee, employee or agent or in any other capacity while serving as a director, officer, trustee, employee or agent, against all liability and loss suffered (including, without limitation, any judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) and expenses (including

attorneys' fees), actually and reasonably incurred by such Covered Person in connection with such proceeding to the fullest extent permitted by law, and such indemnification shall continue as to a person who has ceased to be a director, officer, trustee, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that, except as provided in Section B of this Article XII, the Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section A of Article XII and such rights as may be conferred in the Bylaws of the Corporation shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred by a Covered Person in defending any such proceeding in advance of its final disposition, in accordance with the Bylaws of the Corporation. The rights conferred upon Covered Persons in this Section A of Article XII shall be contract rights that vest at the time of such person's service to or at the request of the Corporation and such rights shall continue as to a Covered Person who has ceased to be a director, officer, trustee, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same (or lesser) scope and effect as the foregoing indemnification of directors and officers.

B. In accordance with the Bylaws of the Corporation, if a claim for indemnification under Section A of this Article XII is not paid in full within thirty (30) days after a written claim has been received by the Corporation, the Covered Person making such claim may at any time thereafter file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim.

C. In accordance with the Bylaws of the Corporation, the right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred any Covered Person by Section A of this Article XII (i) shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this Articles of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors or otherwise and (ii) cannot be terminated by the Corporation, the Board of Directors or the stockholders of the Corporation with respect to a Covered Person's service occurring prior to the date of such termination.

**ARTICLE XIII:** The Corporation may purchase and maintain insurance, at its expense, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was a director, officer, employee or agent of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability, expense or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability, expense or loss under the provisions of the Bylaws of the Corporation or the Florida Business Corporation Act. To the extent that the Corporation maintains any policy or policies providing such insurance, each such person shall be covered by such policy or policies in accordance with its or their terms to the maximum extent of the coverage thereunder for any such person.

---

Having been named as registered agent to accept service of process for the above stated

From:

04/21/2016 16:17

#084 P.005/005

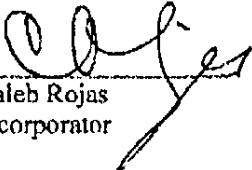
corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: 

Caleb Rojas

April 19, 2016

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.

  
Caleb Rojas

Incorporator

April 19, 2016