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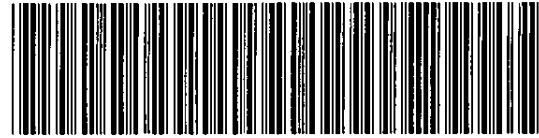
(Business Entity Name)

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16 JUN - 1 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Culligan JUN - 2 2016

COVER LETTER

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

SUBJECT: Julia Diamond Incorporated
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$86.75

Filing Fee, Certified Copy, and Fee for additional Pages (8 additional pages)

Name Joe'l Satterfield
Address 1532 Seagull Drive, Suite 308
City, State & Zip Palm Harbor, Florida 34685-3480
Daytime Telephone number (909) 374-6852
E-mail address: jarnetto.ii@gmail.com
(To be used for future annual report notification)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2016

JOE'L SATTERFIELD
1532 SEAGULL DRIVE, STE 308
PALM HARBOR, FL 34685-3480

SUBJECT: JULIA DIAMOND INCORPORATED
Ref. Number: W16000035758

We have received your document for JULIA DIAMOND INCORPORATED and your check(s) totaling \$86.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Neysa Culligan
Regulatory Specialist II

Letter Number: 816A00010358

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16 JUN - 1 AM 10:05
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JULIA DIAMOND INCORPORATED**

FILED
16 JUN -1 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I Name

The name of the corporation is: Julia Diamond Incorporated

ARTICLE II Principal Place of Business/Mailing Address

Its registered office in the state of Florida is located at 1532 Seagull Drive, Suite 308, Palm Harbor, Florida 34685-3480.

This corporation may maintain any office, or offices, in such other place within or without the state of Florida as may be from time to time designated by the board of directors, or by the by-laws of said corporation, and that this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of directors and stockholders, outside the state of Florida as well as within the state of Florida.

ARTICLE III Purpose

The objects for which this corporation is formed are: to engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
- (D) Shall have power to sue and be sued in any court of law or equity.
- (E) Shall have power to make contracts.
- (F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the state of Florida, or in any other state, territory or country.
- (G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
- (H) Shall have power to make by-laws not inconsistent with the constitution or law of the United States, or of the state of Florida, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of its stockholders/shareholders.
- (I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.
- (J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of the seal or stamp by the corporation on any corporate

- documents is not necessary. The corporation may use a seal or stamp. If it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchise or for any other lawful purpose of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
 - (L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of the state of Florida, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.
 - (M) Shall have power to purchase, hold, sell, and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.
 - (N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the state of Florida, and in any of the several states, territories, possessions and dependencies of the United States of America, the District of Columbia, and any foreign countries.
 - (O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and the benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.
 - (P) Shall have power to make donations for the public welfare or for the charitable, scientific or educational purposes.
 - (Q) Shall have power to enter into partnerships, general or limited, or joint venture, in connection with any lawful activities.

ARTICLE IV Capital Stock

Section 1. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue is two hundred and fifty million (250,000,000) apportioned as fifty million (50,000,000) shares of Class A Common Stock, par value \$0.000001 per share (the "Class A Common Stock"), one hundred and fifty million (150,000,000) shares of Class B Common Stock, par value \$0.000001 per share (the "Class B Common Stock"), and together with the Class A Common Stock, the "Common Stock"), fifty million (50,000,000) shares of Class C Capital Stock, par value \$0.000001 per share (the "Class C Capital Stock"), and one million, six hundred and fifty thousand (1,650,000) shares of

Preferred Stock, par value \$0.000001 per share. The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of Common Stock of the Corporation, voting together as a single class.

Section 2. Common Stock. A statement of the designations of each class of Common Stock and the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

(A) Voting Rights

- I. Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock and Class B Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Corporation.
- II. Each holder of shares of Class A Common Stock shall be entitled to ten (10) votes for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.
- III. Each holder of shares of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(B) Dividends. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

(C) Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any outstanding at any time, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

- (D) Subdivision or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.
- (E) Equal Status. Except as expressly provided in this Article IV, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. Without limiting the generality of the foregoing,
- I. in the event of a merger, consolidation or other business combination requiring the approval of the holders of the Corporation's capital stock entitled to vote thereon (whether or not the Corporation is the surviving entity), the holders of the Class B Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration, if any, as the holders of the Class A Common Stock and the holders of the Class B Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration, if any, on a per share basis as the holders of the Class A Common Stock, and
 - II. in the event of
 1. any tender or exchange offer to acquire any shares of Common Stock by any third party pursuant to an agreement to which the Corporation is a party or
 2. any tender or exchange offer by the Corporation to acquire any shares of Common Stock, pursuant to the terms of the applicable tender or exchange offer, the holders of the Class B Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration as the holders of the Class A Common Stock and the holders of the Class B Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of the Class A Common Stock.
- (F) Conversion.
- I. As used in this Section 2(F), the following terms shall have the following meanings:
 1. "Founder" shall mean Joe'l Satterfield, a natural living person.
 2. "Class A Stockholder" shall mean
 - (a) the Founder,
 - (b) the registered holder of a share of Class A Common Stock on June 01, 2016 (the "Effective Time"),
 - (c) each natural person who Transferred shares of Class A Common Stock (or securities convertible into or exchangeable for shares of Class A Common Stock) prior to the Effective Time to a Permitted Entity that, as of the

Effective Time, complies with the applicable exception for such Permitted Entity specified in Section 2(F)(III)(2), and (d) the initial registered holder of any shares of Class A Common Stock that were originally issued by the Corporation after the Effective Time.

3. "Permitted Entity" shall mean, with respect to any individual Class A Stockholder, any trust, account, plan, corporation, partnership, or limited liability company specified in Section 2(F)(III)(2) established by or for such individual Class A Stockholder, so long as such entity meets the requirements of the exception set forth in Section 2(F)(III)(2) applicable to such entity.

4. "Transfer" of a share of Class A Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, a transfer of a share of Class A Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class A Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Section 2(F)(I)(4):

- a) the granting of a proxy to officers or directors of the Corporation at the request of the Board of Directors of the Corporation in connection with actions to be taken at an annual or special meeting of stockholders;
- b) entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with stockholders who are Class A Stockholders, that
 - A. is disclosed either in a Schedule 13D filed with the Securities and Exchange Commission or in writing to the Secretary of the Corporation,
 - B. either has a term not exceeding one (1) year or is terminable by the Class A Stockholder at any time and
 - C. does not involve any payment of cash, securities, property or other consideration to the Class A Stockholder other than the mutual promise to vote shares in a designated manner; or
 - D. the pledge of shares of Class A Common Stock by a Class A Stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as the Class A

Stockholder continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class A Common Stock or other similar action by the pledgee shall constitute a "Transfer."

5. "Voting Control" with respect to a share of Class A Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class A Common Stock by proxy, voting agreement or otherwise.

- II. Each share of Class A Common Stock shall be convertible into one (1) fully paid and non-assessable share of Class B Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.
- III. Each share of Class A Common Stock shall automatically, without any further action, convert into one (1) fully paid and non-assessable share of Class B Common Stock upon a Transfer of such share, other than a Transfer:
 - 1. by a Class A Stockholder who is a natural person to any of the following Permitted Entities, and from any of the following Permitted Entities back to such Class A Stockholder and/or any other Permitted Entity established by or for such Class A Stockholder:
 - a) a trust for the benefit of such Class A Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class A Stockholder and, provided, further, that in the event such Class A Stockholder is no longer the exclusive beneficiary of such trust, each share of Class A Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock;
 - b) a trust for the benefit of persons other than the Class A Stockholder so long as the Class A Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class A Stockholder, and, provided, further, that in the event the Class A Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust, each share of Class A Common Stock then held by such trust shall automatically convert into one

- (1) fully paid and non-assessable share of Class B Common Stock;
- c) a trust under the terms of which such Class A Stockholder has retained a "qualified interest" within the meaning of §2702(b)(1) of the U.S. Code and/or a reversionary interest so long as the Class A Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust; provided, however, that in the event the Class A Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such trust, each share of Class A Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock;
 - d) an Individual Retirement Account, as defined in Section 408(a) of the Internal Revenue Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class A Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Internal Revenue Code; provided that in each case such Class A Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held in such account, plan or trust, and provided, further, that in the event the Class A Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such account, plan or trust, each share of Class A Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock;
 - e) a corporation in which such Class A Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that the Class A Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such corporation; provided that in the event the Class A Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class A Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such corporation, each share of Class A Common Stock then held by such corporation shall

automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock;

- f) a partnership in which such Class A Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class A Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such partnership; provided that in the event the Class A Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class A Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such partnership, each share of Class A Common Stock then held by such partnership shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock; or
- g) a limited liability company in which such Class A Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class A Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such limited liability company; provided that in the event the Class A Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class A Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class A Common Stock held by such limited liability company, each share of Class A Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock.

2. Notwithstanding the foregoing, if the shares of Class A Common Stock held by the Permitted Entity of a Class A Stockholder would constitute stock of a "controlled corporation" (as defined in Section 2036(b)(2) of the U.S. Code) upon the death of such Class A Stockholder, and the Transfer of shares Class A Common Stock by such Class A Stockholder to the Permitted Entity did not involve a bona fide sale for an adequate and full consideration in money or money's worth (as contemplated by Section 2036(a) of the U.S. Code), then such shares will not automatically convert to Class B

Common Stock if the Class A Stockholder does not directly or indirectly retain Voting Control over such shares until such time as the shares of Class A Common Stock would no longer constitute stock of a "controlled corporation" pursuant to the Code upon the death of such Class A Stockholder (such time is referred to as the "Voting Shift"). If the Class A Stockholder does not, within five (5) business days following the mailing of the Corporation's proxy statement for the first annual or special meeting of stockholders following the Voting Shift, directly or indirectly through one or more Permitted Entities assume sole dispositive power and exclusive Voting Control with respect to such shares of Class A Common Stock, each such share of Class A Common Stock shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock.

3. by a Class A Stockholder that is a partnership, or a nominee for a partnership, which partnership beneficially held more than five percent (5%) of the total outstanding shares of Class A Common Stock as of the Effective Time, to any person or entity that, at the Effective Time, was a partner of such partnership pro rata in accordance with their ownership interests in the partnership and the terms of any applicable partnership or similar agreement binding the partnership at the Effective Time, and any further Transfer(s) by any such partner that is a partnership or limited liability company to any person or entity that was at such time a partner or member of such partnership or limited liability company pro rata in accordance with their ownership interests in the partnership or limited liability company and the terms of any applicable partnership or similar agreement binding the partnership or limited liability company at the Effective Time. All shares of Class A Common Stock held by affiliated entities shall be aggregated together for the purposes of determining the satisfaction of such five percent (5%) threshold.
4. by a Class A Stockholder that is a limited liability company, or a nominee for a limited liability company, which limited liability company beneficially held more than five percent (5%) of the total outstanding shares of Class A Common Stock as of the Effective Time, to any person or entity that, at the Effective Time, was a member of such limited liability company pro rata in accordance with their ownership interests in the company and the terms of any applicable agreement binding the company and its members at the Effective Time, and any further Transfer(s) by any such member that is a partnership or limited liability company to any person or entity that was at such time a partner or member of such partnership or limited liability company pro rata in accordance with their

ownership interests in the partnership or limited liability company and the terms of any applicable partnership or similar agreement binding the partnership or limited liability company. All shares of Class A Common Stock held by affiliated entities shall be aggregated together for the purposes of determining the satisfaction of such five percent (5%) threshold.

- IV. Each share of Class A Common Stock held of record by a Class A Stockholder who is a natural person, or by such Class A Stockholder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and non-assessable share of Class B Common Stock upon the death of such Class A Stockholder; provided, however, that:
1. If Founder dies, a trustee designated by the Founder and approved by the Board of Directors may exercise Voting Control over the Founder's shares of Class A Common Stock and, in such instance, each such share of Class A Common Stock shall automatically convert into one (1) fully paid and non-assessable share of Class B Common Stock upon that date which is the earlier of: (a) nine (9) months after the date upon which Founder died, or (b) the date upon which such trustee ceases to hold exclusive Voting Control over such shares of Class A Common Stock.
- V. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Class A Common Stock to Class B Common Stock and the general administration of this dual class common stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class A Common Stock furnish affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Class A Common Stock and to confirm that a conversion to Class B Common Stock has not occurred. A determination by the Secretary of the Corporation that a Transfer results in a conversion to Class B Common Stock shall be conclusive.
- VI. In the event of a conversion of shares of Class A Common Stock to shares of Class B Common Stock pursuant to this Section 2, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred. Upon any conversion of Class A Common Stock to Class B Common Stock, all rights of the holder of shares of Class A Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class B Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class B Common Stock. Shares of Class A Common Stock that are converted into shares of Class B Common Stock as provided in this Section 2 shall be retired and may not be reissued.

- (G) Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the shares of Class A Common Stock, such number of its shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class A Common Stock into shares of Class B Common Stock.

Section 3. Change in Control Transaction. The Corporation shall not consummate a Change in Control Transaction without first obtaining the affirmative vote, at a duly called annual or special meeting of the stockholders of the Corporation, of the holders of the greater of:

- (A) a majority of the voting power of the issued and outstanding shares of capital stock of the Corporation then entitled to vote thereon, voting together as a single class, and
- (B) sixty percent (60%) of the voting power of the shares of capital stock present in person or represented by proxy at the stockholder meeting called to consider the Change in Control Transaction and entitled to vote thereon, voting together as a single class.

For the purposes of this section, a "Change in Control Transaction" means the occurrence of any of the following events:

- (a) the sale, encumbrance or disposition (other than non-exclusive licenses in the ordinary course of business and the grant of security interests in the ordinary course of business) by the Corporation of all or substantially all of the Corporation's assets;
- (b) the merger or consolidation of the Corporation with or into any other corporation or entity, other than a merger or consolidation which would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity or its parent outstanding immediately after such merger or consolidation; or
- (c) the issuance by the Corporation, in a transaction or series of related transactions, of voting securities representing more than two percent (2%) of the total voting power of the Corporation before such issuance, to any person or persons acting as a group as contemplated in Rule 13d-5(b) under the Securities Exchange Act of 1934 (or any successor provision) such that, following such transaction or related transactions, such person or group of persons would hold more than fifty percent (50%) of the total voting power of the Corporation, after giving effect to such issuance.

Section 4. Preferred Stock. The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in

series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, power, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. Except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this certificate or articles of incorporation of the corporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this certificate or articles of incorporation of the corporation (including any certificate of designation filed with respect to any series of Preferred Stock).

Section 5. Class C Capital Stock. A statement of the designation of the Class C Capital Stock and the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

- (A) Voting. Except as otherwise required by applicable law, shares of Class C Capital Stock shall have no voting power and the holders thereof, as such, shall not be entitled to vote on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

- (B) Dividends. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Class C Capital Stock shall be entitled to receive, on a per share basis, the same form and amount of dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to shares of the Common Stock out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class C Capital Stock shall receive Class C Capital Stock or rights to acquire Class C Capital Stock, as the case may be.

- (C) Conversion upon Liquidation. Immediately prior to the earlier of (I) any distribution of assets of the Corporation to the holders of the Common Stock in connection with a voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation pursuant to Section 2(C) or (II) any record date established to determine the holders of capital stock of the Corporation entitled to receive such distribution of assets, each outstanding share of the Class C Capital Stock shall automatically, without any further action, convert into and become one (1) fully paid and non-assessable share of Class B Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting the conversion of the shares of Class C Capital Stock pursuant to this Section 5(c), such number of its shares of Class B Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class C Capital Stock into shares of Class B Common Stock.

- (D) Subdivision or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of the Class C Capital Stock will be Subdivided or combined in the same manner. The Corporation shall not subdivide or combine the outstanding shares of the Class C Capital Stock unless a subdivision or combination is made in the same manner with respect to each class of Common Stock.
- (E) Equal Status. Except as expressly provided in this Article IV, Class C Capital Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects to the Common Stock as to all matters. Without limiting the generality of the foregoing, (I) in the event of a merger, consolidation or other business combination of the Corporation requiring the approval of the holders of the Corporation's capital stock entitled to vote thereon (whether or not the Corporation is the surviving entity), the holders of the Class C Capital Stock shall receive the same amount and form of consideration, if any, on a per share basis as the consideration, if any, received by holders of the Class B Common Stock in connection with such merger, consolidation or combination (provided that if holders of Class B Common Stock are entitled to make an election as to the amount or form of consideration such holders shall receive in any such merger, consolidation or combination with respect to their shares of Class B Common Stock, the holders of Class C Capital Stock shall be entitled to make the same election as to their shares of Class C Capital Stock), and (II) in the event of (x) any tender or exchange offer to acquire any shares of Common Stock by any third party pursuant to an agreement to which the Corporation is a party or (y) any tender or exchange offer by the Corporation to acquire any shares of Common Stock, pursuant to the terms of the applicable tender or exchange offer, the holders of the Class C Capital Stock shall receive the same amount and form of consideration on a per share basis as the holders of the Class B Common Stock (provided that if holders of Class B Common Stock are entitled to make an election as to the amount or form of consideration such holders shall receive in any such tender or exchange offer with respect to their shares of Class B Common Stock, the holders of Class C Capital Stock shall be entitled to make the same election as to their shares of Class C Capital Stock).

ARTICLE V Board of Directors

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 statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 1. Number. The number of directors of the Corporation shall be as set forth in the bylaws, providing that the number of directors shall not be reduced to fewer than one (1).

Section 2. Newly Created Directorships and Vacancies. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the next annual meeting of shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 3. Removal. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by shareholders, but only for cause and only by the affirmative vote of the holders of at least 75% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class. Except as may otherwise be provided by law, cause for removal shall be construed to exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his or her duty to the Corporation in a matter of substantial importance to the Corporation, and such adjudication is no longer subject to direct appeal.

Notwithstanding the foregoing, and except as otherwise provided by law, in the event that holders of any class or series of Preferred Stock are entitled, voting separately as a class, to elect one or more directors, the provisions of this Section 3 shall apply, in respect to the removal of a director so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares of Voting Stock voting together as a single class.

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

Name Post Office Address
Joe'l Satterfield
1532 Seagull Drive
Suite 308
Palm Harbor, Florida 34685-3480

ARTICLE VI Resident Agent

The resident agent for this corporation shall be:

The JAS II Group, Inc., document number: P98000030580

The address of said agent, and, the registered or statutory address of this corporation in the state of Florida, shall be:

1532 Seagull Drive
Suite 308
Palm Harbor, Florida 34685-3480

ARTICLE VII The Corporation is to have perpetual existence.

ARTICLE VIII Board of Directors Authorizations

The furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (A) Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the corporation.
- (B) To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.
- (C) By resolution passed by a majority of the whole board, to designate one (1) or more committees, each committee to consist of one (1) or more of the Directors of the corporation, which to the extent provided in the resolution, or in the By-laws of the corporation, shall have and may exercise the powers of the board of Directors in the management of the business and affairs of the corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.
- (D) When and as authorized by the affirmative vote of the stockholders holding shares entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting shares issued and outstanding, the Board of Directors shall have power and authorize at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors seems expedient and for the best interests of the corporation.

ARTICLE IX Shareholder Entitlement

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter, authorized, or any bonds, debentures or securities convertible into stock, but such additional share of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE X Director and Officer Liability

No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (I) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (II) the payment of dividends in violation of section 607.0834 of the Florida

revised statutes. Any repeal or modification of this article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

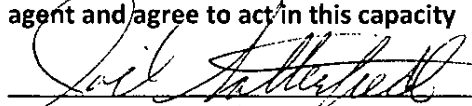
ARTICLE XI Corporation Reservation

This corporation reserves the right to amend, alter, or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII Incorporator

Joe'l Satterfield, The JAS II Group, Inc.
1532 Seagull Drive
Suite 308
Palm Harbor, Florida 34685-3480

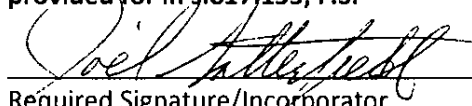
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

May 23 2016
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.



Required Signature/Incorporator

May 23 2016
Date:

16 JUN - 1 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA