

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : BAKER & HOSTETLER LLP
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Email Address: KIRSTEN@RCMORRIS.COM

FLORIDA PROFIT/NON PROFIT CORPORATION
R.C. Morris & Company (USA) Inc.

Certificate of Status	0
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Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF INCORPORATION
OF
R.C. MORRIS & COMPANY (USA) INC.

ARTICLE I
Name and Duration

The name of the Corporation is R.C. Morris & Company (USA) Inc. The duration of the Corporation is perpetual.

ARTICLE II
Principal Office

The street and mailing address of the principal office of the Corporation is Suite 810, 570 Granville Street, Vancouver, B.C. V6C 3P1, Canada.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 155 Office Plaza Drive, Suite A, in the City of Tallahassee, County of Leon, State of Florida, 32301. The name of the registered agent at such address is Capitol Corporate Services, Inc.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. Solely in furtherance of its corporate purposes set forth above, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

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ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert Christopher Morris	Suite 810, 570 Granville Street Vancouver, B.C. V6C 3P1 Canada

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Vancouver, B.C., Canada this 19TH day of August, 2016.


Robert Christopher Morris, Incorporator

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That R.C. Morris & Company (USA) Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, County of Leon, State of Florida, has named Capitol Corporate Services, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its authorized agent, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

Capitol Corporate Services, Inc.

By: Krista Ali
Name: Krista Ali
Title: Asst. Secretary

DATED: August 19, 2016.