

P/6000076374

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000290094200

09/12/16--01023--029 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 SEP 12 PM 2:19

09/16/16

COVER LETTER

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

SUBJECT: Driver Wellness Centers of America, Inc.

(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
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Brian Dunn
Name (Printed or typed)

419 Falls of Venice
Address

Venice, FL 34292
City, State & Zip

239-404-8644
Daytime Telephone number

bdunnflorida@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
DRIVER WELLNESS CENTERS OF AMERICA, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I: The name of the corporation shall be DRIVER WELLNESS CENTERS OF AMERICA, INC.

ARTICLE II: The purpose for which this corporation is any and all lawful activity.

ARTICLE III: The principal office address of this Corporation is:

419 Falls of Venice Circle
Venice, FL 34292

ARTICLE IV: The Corporate mailing address shall be:

P.O. Box 2135
Venice, FL 34285

ARTICLE V: The Corporation shall have the authority to issue 2,000,000 total shares; each share will have a Par Value of 0.0001. The shares will be divided into two classes; Class A Voting Shares and Class B Non-Voting Shares. Class A will consist of 1,000 total shares and Class B will consist of 1,999,000 shares. The voting shareholders have the sole right to authorize and approve future Shareholders.

The Shareholders of the Company shall have a preemptive right to acquire proportional amounts of the Company's unissued Shares upon a decision of the Board of Directors to issue them. The Board of Directors may prescribe terms and conditions applicable to the exercise of such right, provided that the terms and conditions apply uniformly to all Shareholders and provide a fair and reasonable opportunity to exercise the preemptive right. A Shareholder may waive his or her preemptive right. A written waiver is irrevocable even though it is not supported by consideration.

Holders of Shares of any class without general voting rights but with preferential rights to distribution or assets shall also have the aforementioned preemptive rights with respect to Shares of any class of the Company.

Holders of Shares of any class with general voting rights but without preferential rights of distributions or assets shall also have the aforementioned preemptive rights with respect to Shares of any class of the Company.

Shares subject to preemptive rights that are not acquired by Shareholders may be issued to any person for a period of one year after being offered to Shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the Shareholders' preemptive rights.

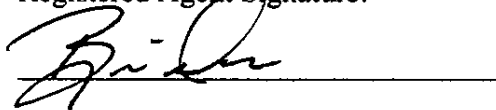
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 SEP 12 PM 2:19

ARTICLE VI: The registered agent of the corporation is and the address of registered office and registered agent is:

Brian S. Dunn
419 Falls of Venice Circle
Venice, FL 34292

Having been named as registered agent and to accept service of process from for the above stated corporation at the place 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 as registered agent for the corporation, and I am familiar with them accept the obligations of my position as registered agent for the corporation.

Registered Agent Signature:



ARTICLE VII: The initial Board of Directors shall have 2 Shareholder(s) whose name(s) is/are as follows: BRIAN S. DUNN

The address shall be the same as the corporation and the number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE VII: The initial officers of the corporation are as follows:

President: BRIAN S. DUNN
Secretary: MICHAEL P. MARSALESE
Treasurer: BRIAN S. DUNN

And their address will be the same as the corporation

ARTICLE IX: The Articles of Incorporation SHALL BE EFFECTIVE upon approval of the Secretary of State, State of Florida .

ARTICLE X: INDEMNIFICATION.

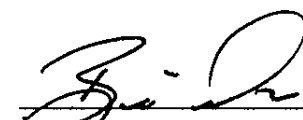
The Company shall not sue and indemnify its current Directors and officers to the fullest extent permitted under the laws of this state. Such indemnification shall not be deemed to be exclusive of any other rights to which the indemnified person is entitled, consistent with law, under any provision of the Articles of Incorporation or Bylaws of the company, any general or specific action of the Officer(s) or Director(s), the terms of any contract, or as may be permitted or required by common law. The Company may purchase and maintain insurance or provide another arrangement on behalf of any person who is an Officer(s) or Director(s), against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as an Officer(s) or Director(s) , whether or not The Company would have the power to indemnify him or her against that liability under the laws of the state of Florida. To the extent that Indemnities have been successful or unsuccessful on the merits in defense of any action, suit or proceeding or

in defense of any issue or matter therein, including, without limitation, dismissal without prejudice, Indemnities shall be indemnified against any and all expenses (including attorney fees), judgments, fines, taxes, penalties and amounts paid in settlement with respect to such action, suit or proceeding. The Company shall not settle any action or claim in any manner, which would impose any penalty or limitation on Indemnities without Indemnities' prior written consent. Indemnities shall not unreasonably withhold consent to any proposed settlement. Indemnity shall notify in writing of any matter with respect to which Indemnities intended to seek indemnification hereunder as soon as reasonably practicable following the receipt by Indemnities of written threat thereof; provided, however, that failure to notify the Company shall not constitute a waiver by Indemnities of their rights hereunder. The Company shall advance to Indemnities amounts to cover expenses (including attorney fees) incurred by indemnities in defending any such action, suit or proceeding in advance of the final disposition thereof upon receipt of reasonably satisfactory evidence as to the amount of such expenses. Indemnities written certification together with a copy of any expense statement paid or to be paid by indemnities shall constitute satisfactory evidence as to the amount of expenses. This Agreement shall terminate when Indemnities' services to the Company as Directors and Officers End.

ARTICLE XI: The incorporator of this corporation is:

Brian Dunn
419 Falls of Venice
Venice, FL 34292

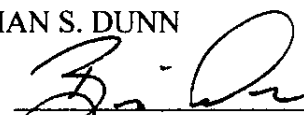
Dated: 9-10-16


Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

BRIAN S. DUNN having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

BRIAN S. DUNN

By: 

BRIAN S. DUNN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 SEP 12 PM 2:19