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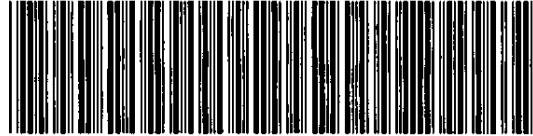
(Business Entity Name)

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DIVISION OF CORPORATIONS  
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W16-059949

✓ 09/20/16



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 30, 2016

KENNETH RHEA  
17275 VANTANA DR.  
BOCA RATON, FL 33487

SUBJECT: K&C FAMILY HOLDINGS, INC.  
Ref. Number: W16000059949

We have received your document for K&C FAMILY HOLDINGS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the corrected original and one copy of 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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 216A00018418

## COVER LETTER

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

**SUBJECT:** K&C Family Holdings, 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:** Kenneth Rhea

Name (Printed or typed)

17275 Vantana Drive

Address

Boca Raton, FL. 33487

City, State & Zip

(516) 900-5040

Daytime Telephone number

kenneth\_rhea@mc.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**  
**K&C Family Holdings, Inc.**

Pursuant to the requirements of Florida Business Corporation Act ("FBCA"), the undersigned does hereby make, swear to, adopt and file these Articles of Incorporation of K&C Family Holdings, Inc., a Florida corporation.

**FIRST: Name.** The name of this corporation is K&C Family Holdings, Inc.

**SECOND: Initial Corporate Address; Registered Office and Agent.** The initial street address of the Corporation is 17275 Ventana Drive Boca Raton Florida 33487

**THIRD: Duration; Purpose.**

**Section 3.1. Duration.** Subject to the provisions below, the Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**Section 3.2. Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**FOURTH: Capital Stock.**

**Section 4.1. Authorized Shares.** The total number of shares of stock which the Corporation shall have authority to issue is ten thousand shares (10,000.00) with a par value of \$0.0001 per share.

**Section 4.2. Common Stock.** Except as otherwise required by law the Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote.

**FIFT: Officers and Directors**

**Section 5.1 Officers**

Kenneth Rhea, President  
17275 Ventana Drive  
Boca Raton, FL. 33487

Kenneth Rhea, Secretary & Treasurer  
17275 Ventana Drive  
Boca Raton, FL. 33487

**Section 5.2 Directors**

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*COPY*

Kenneth Rhea, Director  
17275 Ventana Drive  
Boca Raton, FL. 33487

Maria - Claudia Chaparro, Director  
17275 Ventana Drive  
Boca Raton, FL. 33487

**SIXTH: Registered Agent.**

Kenneth Rhea  
17275 Ventana Drive  
Boca Raton, FL. 33487  
E-mail: kenneth.rhea@me.com

**SEVENTH: Provisions Applicable Until Business Combination or Termination Date.**

A "Business Combination" shall mean the acquisition by the Corporation, whether by merger, capital stock exchange, asset or stock acquisition or other similar type of transaction or a combination of the foregoing of an operating business. Prior to the consummation of any Business Combination, the Corporation shall submit such Business Combination to its stockholders for approval regardless of whether the Business Combination is of a type which normally would require such stockholder approval under the FBCA.

**EIGHTH: Elimination of Certain Liability of Directors.** No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0834 of the FBCA, or (d) for any transaction from which the director derived an improper personal benefit. If the FBCA is hereafter amended to permit a corporation to further eliminate or limit the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall, without further action of the directors or stockholders, be further eliminated or limited to the fullest extent permitted by the FBCA as so amended. Neither any amendment, repeal, or modification of this Article Sixth, nor the adoption or amendment of any other provision of these Articles of Incorporation or the bylaws of the Corporation inconsistent with this Article Sixth, shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective.

**NINTH: Indemnification.**

**Section 9.1. Right to Indemnification.** Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed

action, suit, proceeding or alternative dispute resolution procedure, whether (a) civil, criminal, administrative, investigative or otherwise, (b) formal or informal or (c) by or in the right of the Corporation (collectively, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, manager, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic limited liability company, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as such a director, officer, employee or agent of the Corporation or in any other capacity while serving as such other director, manager, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by the Corporation against all judgments, penalties and fines incurred or paid, and against all expenses (including attorneys' fees) and settlement amounts incurred or paid, in connection with any such proceeding, except in relation to matters as to which the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Until such time as there has been a final judgment to the contrary, a person shall be presumed to be entitled to be indemnified under this Section 9.1. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, either rebut such presumption or create a presumption that (a) the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that the person's conduct was unlawful or (c) the person was not successful on the merits or otherwise in defense of the proceeding or of any claim, issue or matter therein. If the FBCA is hereafter amended to provide for indemnification rights broader than those provided by this Section 7.1, then the persons referred to in this Section 9.1 shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the FBCA as so 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 permitted prior to such amendment).

**Section 9.2. Determination of Entitlement to Indemnification.** A determination as to whether a person who is a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 9.1 shall be made (a) a majority vote of the directors who are not parties to such proceeding, even though less than a quorum, (b) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (d) by the stockholders. A determination as to whether a person who is not a director or officer of the Corporation at the time of the determination is entitled to be indemnified and held harmless under Section 9.1 shall be made by or as directed by the Board of Directors of the Corporation.

**Section 9.3. Mandatory Advancement of Expenses.** The right to indemnification conferred in this Article Seventh shall include the right to require the Corporation to pay the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Board of Directors so determines, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer of the Corporation (but not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall be finally determined that such indemnitee is not entitled to be indemnified for such expenses under Section 9.1 or otherwise.

**Section 9.4. Non-Exclusivity of Rights.** The right to indemnification and the advancement of expenses conferred in this Article Seventh shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, any provision of these Articles of Incorporation or of any bylaw, agreement, or insurance policy or arrangement, or any vote of stockholders or disinterested directors, or otherwise. The Board of Directors is expressly authorized to adopt and enter into indemnification agreements with, and obtain insurance for, directors and officers.

**Section 9.5. Effect of Amendment.** Neither any amendment, repeal, or modification of this Article Seventh, nor the adoption or amendment of any other provision of these Articles of Incorporation or the bylaws of the Corporation inconsistent with this Article Seventh, shall adversely affect any right or protection provided hereby with respect to any act or omission occurring prior to the date when such amendment, repeal, modification, or adoption became effective.

**TEN: Miscellaneous.** The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating powers of the Corporation and its directors and stockholders:

**Section 10.1 Number, Election and Term of Office of Directors.** The initial Board of Directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. No decrease in the number of directors shall change the term of any director in office at the time of such decrease. A director shall hold office until the annual meeting for the year in which the director's term expires and such director's successor shall be elected and qualified, subject, however, to such director's prior death, resignation or removal from office.

**Section 10.2 Manner of Election of Directors.** Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**Section 10.3 Adoption and Amendment of Bylaws.** The Board of Directors shall have power to make and adopt bylaws with respect to the organization, operation and

government of the Corporation and, subject to such restrictions as may be set forth in the bylaws, from time to time to change, alter, amend or repeal the same, but the stockholders of the Corporation may make and adopt additional bylaws and, subject to such restrictions as may be set forth in the bylaws, may change, alter, amend or repeal any bylaw whether adopted by them or otherwise.

**Section 10.4 Vote Required to Amend Certain Provisions of Articles of Incorporation.** Notwithstanding any other provision of these Articles of Incorporation or the bylaws of the Corporation or any provision of law which might otherwise permit a lesser vote, but in addition to any affirmative vote of the holders of any particular class or series of stock required by law, these Articles of Incorporation, or the bylaws, the affirmative vote of the holders of at least 66 2/3% of the Corporation's capital stock entitled to vote generally in the election of directors, voting as a single class, shall be required to alter, amend, or adopt any provision inconsistent with or repeal Articles Sixth, Seventh and Eighth of these Articles of Incorporation.

**Section 10.5 Severability.** In the event any provision (or portion thereof) of these Articles of Incorporation shall be found to be invalid, prohibited, or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited, or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation and its stockholders that each such remaining provision (or portion thereof) of these Articles of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, notwithstanding any such finding.

**Section 10.6 Reservation of Right to Amend Articles of Incorporation.** 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 or herein, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ELEVENTH: Registered Agent Signature**

IN WITNESS WHEREFOR. Then signature of the Registered Agent:

Kenneth Rhea  
17275 Vantana Drive  
Boca Raton, FL. 33487  
E-mail: kenneth.rhea@me.com

(561) 900-5040  
Daytime Telephone Number

*I hereby am familiar with and  
accept the duties and responsibilities  
of Registered Agent*

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**TWELTH: Incorporator.** The name and mailing address of the incorporator are as follows:


**Name**

Kenneth Rhea

**Mailing Address**

17275 Ventana Boca Raton FL, 33487

IN WITNESS WHEREOF, the Incorporator of the Corporation has hereunto subscribed his name as of the 15<sup>th</sup> day of August, 2016.

  
Kenneth Rhea, Incorporator

(561)-900-5040

Daytime Telephone Number

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