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ARTICLES OF INCORPORATION

OF

MoXenial Consulting, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME OF CORPORATION

The Name of this Corporation shall be:

MoXenial Consulting, Inc.

MoXenial Consulting, Inc., shall be a Florida For Profit Corporation, duly authorized pursuant to the Laws of the State of Florida.

ARTICLE II DEFINITIONS

- A. "Articles" shall mean these Articles of Incorporation of the "Corporation" (as hereinafter defined).
- B. "Corporation" shall mean **MoXenial Consulting, Inc.**, a Florida corporation for profit, its successors and assigns.
- C. "Board" shall mean the Board of Directors of the Corporation, elected in accordance with the "Bylaws" (as hereinafter defined) of the Corporation.
- D. "Bylaws" shall mean the Bylaws of the Corporation.
- E. "Documents" shall mean, in the aggregate, these Articles, the Bylaws, the Shareholders Agreement, and all of the instruments and documents referred to herein or therein.
- F. "Officers" shall mean the President, Vice-President, Secretary and Treasurer of the Corporation.
- G. "Shareholder" shall mean any owner of stock in the Corporation.
- H. "Voting Rights" shall mean the right of any Shareholder to vote on all

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matters requiring a vote of the Shareholders and each share of stock shall equal one vote.

- I. "His" or "he" shall mean his or hers, he or she.

ARTICLE III **GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV **CAPITAL STOCK**

A. The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares of Common Stock, \$1 par value per share. All stock issued is to be issued as fully paid for and exempt from assessment.

B. The consideration for capital stock may be paid for in tangible or intangible property or benefit to the Corporation, including money, promissory notes, property, labor or services performed, promises to perform labor or services evidenced by a written contract, or other securities, at a just valuation to be fixed by the incorporator or by the directors at a meeting called for such purpose.

C. Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the Shareholder already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

D. Before a Shareholder may sell his shares to a third party, he must first offer those shares to then existing Shareholders and to the Corporation. The Shareholders

and/or the Corporation shall have ten (10) business days to purchase said shares. If the Shareholders and/or the Corporation shall not exercise their right of first refusal within the timeframe specified herein, then the sale of those shares to a third party shall be deemed approved. The ownership of those shares may then be transferred to a third party and the Corporation shall note said sale in its official records.

ARTICLE V **TERM OF EXISTENCE**

The Corporation shall commence its existence on the date these Articles of Incorporation are filed with the Florida Department of State. The Corporation shall start its operation immediately. The Corporation shall exist perpetually unless the Corporation is earlier dissolved as provided in these Articles of Incorporation.

The Corporation may be dissolved at any time by a majority vote of the Shareholders and Directors.

ARTICLE VI **ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is 800 SE Third Avenue, Fourth Floor, Fort Lauderdale, Florida 33316. The mailing address of this corporation shall be 12717 West Sunrise Boulevard, Suite #110, Sunrise, Florida 33323. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII **NUMBER OF DIRECTORS**

The Corporation shall have not less than two (2) Directors. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws. The term of office for a Director shall be one (1) year or until

such time as a successor is elected at a meeting of the Shareholders. Nothing herein shall restrict the authority of the Shareholders from removing a Director at any time by a majority vote of the Shareholders. The number of terms a Director may serve shall not be limited.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors is as set forth below:

Name: Brenda Moxley
Address: 12717 West Sunrise Boulevard, Suite # 110
Sunrise, Florida 33323

Name: Michael Moxley
Address: 12717 West Sunrise Boulevard, Suite #110
Sunrise, Florida 33323

Name: Marissa Moxley
12717 West Sunrise Boulevard, Suite #110
Sunrise, Florida 33323

ARTICLE IX
OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, by the Assistant Secretary and Assistant Treasurer, if any, and such other Officers as the Board may from time to time create by resolution. The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries, Assistant Treasurer, or other Officers, as the Board shall, from time to time, determine. Such Officers shall be elected at the first meeting of the Board, and thereafter at each subsequent annual meeting of the Board; provided,

however, such Officers may be removed by such Board and other persons may be elected by the Board as such Officers at any time. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person.

ARTICLE X **INCORPORATOR**

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is Ilene L. Michelson, Esq., 800 SE Third Avenue, Fourth Floor, Fort Lauderdale, Florida 33316.

ARTICLE XI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 800 SE Third Avenue, Fourth Floor, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is the Law Office of Stuart R. Michelson, P.A.. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE XII **POWERS**

The corporation shall have all the powers enumerated in the Florida Business Corporation Act, Chapter 607 F.S., as amended from time to time.

ARTICLE XIII **INDEMNIFICATION**

Provided the person(s) proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business

Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this Corporation shall indemnify its shareholders, officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent if he acted in good faith and in a manner he 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 his conduct was unlawful..

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

The Shareholders shall not incur any personal liability for the debts of the Corporation and are hereby indemnified therefrom.

ARTICLE XIV **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon

the shareholder(s) is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law.

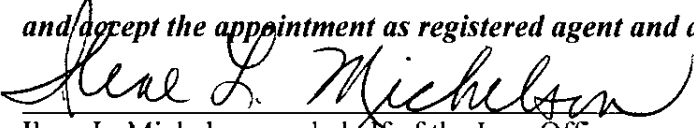
Every amendment shall be approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XV
BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of September, 2016.

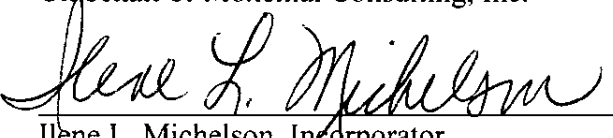
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Ilene L. Michelson, on behalf of the Law Office
Of Stuart R. Michelson, P.A., Registered Agent

9/12/2016
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.

On behalf of Moxenial Consulting, Inc.


Ilene L. Michelson, Incorporator

9/12/2016
Date

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