

P/16000093181

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

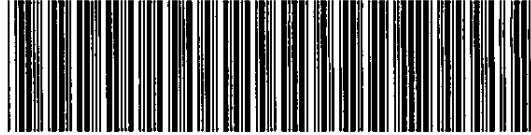
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700292494177

11/21/16--01011--010 **128.75

16 NOV 21 PM 6:15

STATE
FLORIDA

M. MOON
NOV 21 2016

COVER LETTER

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

SUBJECT: Wind2Share, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

Alejandro Riquezes

Name (printed or typed)

751 Park of Commerce Drive #128

Address

Boca Raton, FL 33487

City, State & Zip

305-600-3816

Daytime Telephone Number

alejandro.riquezes@wind2share.com

E-mail address: (to be used for future annual report notification)

RECEIVED
JAN 21 PM 6:15
STATE

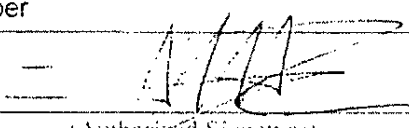
CERTIFICATE OF DOMESTICATION

The undersigned, Alejandro Riquezes President
(Name) (Title)
of Wind2Share, Inc. (F13-3471) a foreign corporation,
(Corporation Name)
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 6, 2012
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Wind2Share, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Wind2Share, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Wind2Share, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 15 day of November, 2016


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
In compliance with Chapter 607, F.S.

I. - Name

The name of the corporation shall be: **Wind2Share, Inc.**

II. - Principal and Mailing Addresses

The Principal Address and the Mailing Address of the Company is as follows:

751 Park of Commerce Drive, #128, Boca Raton, FL 33487

III. - Purpose

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized.

IV. - Shares

The number of shares of stock that the Company may issue is 10,000,000 shares of Common Stock with no par value. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis).

V. - Initial Directors and Officers

Below are the initial Directors and Officers of the Company as of the date of filing of these Articles:

Title -- Director and President

Name -- Alejandro Riquezes

Address -- 751 Park of Commerce Drive, #128, Boca Raton, FL 33487

Title -- Director

Name -- Victor Yavorsky

Address -- 751 Park of Commerce Drive, #128, Boca Raton, FL 33487

Title -- Director

Name -- Juan A. Riquezes

Address -- 751 Park of Commerce Drive, #128, Boca Raton, FL 33487

VI - Management

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A.

(1) The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

(2) Subject to the other provisions of this paragraph, the terms of the members of the Board of Directors shall initially be as follows: (i) at the 2017 Annual Meeting of Stockholders, the directors whose terms expire at that meeting or such directors' successors shall be elected to hold office for a term expiring at the 2018 Annual Meeting of Stockholders; and (ii) at the 2018 Annual Meeting of Stockholders and at each annual meeting of stockholders thereafter, all directors shall be elected to hold office for a term expiring at the next annual meeting of stockholders. Notwithstanding the foregoing provisions of this Article, each director shall serve until his successor is duly elected and qualified or until his earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(3) The Board of Directors or any individual director may be removed from office at any time with or without cause by the affirmative vote of the holders of a majority of the voting power of all the then-outstanding shares of voting stock of the corporation, entitled to vote at an election of directors (the "Voting Stock").

(4) Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

B.

(1) Subject to the provisions of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of a majority of the voting power of all of the then outstanding shares of the Voting Stock. The Board of Directors shall also have the power to adopt, amend or repeal the Bylaws.

(2) The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

(3) No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws.

(4) Special meetings of the stockholders of the corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the President, (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption) or (iv) by the holders of the shares entitled to cast not less than ten percent (10%) of the votes at the meeting, and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

(5) Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

VII. - Liability

A. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 607.0834 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

B. Any repeal or modification of this Article VII shall be prospective and shall not affect the rights under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VIII. - Amendments

A. The Company 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, except as provided in paragraph B of this Article VIII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

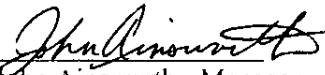
B. Notwithstanding any other provisions of these Articles of incorporation or any provision or law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, these Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the voting Stock, voting together as a single class, shall be required to alter, amend or repeal Articles VI, VII, and VIII.

IX. Initial Registered Agent

The initial registered agent of the company is as follows:

Ainsworth & Clancy, PLLC
1111 Brickell Ave., 11th Floor, Miami, FL 33131

Having been named as registered agent and 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.

Signature of Registered Agent: 
John Ainsworth - Manager


X. Incorporator

The name and address of the incorporator is:

Alejandro Riquezes
751 Park of Commerce Drive, #128, Boca Raton, FL 33487

In Witness Whereof, these ARTICLES OF INCORPORATION have been subscribed on this 17th day of November, 2016 by the undersigned Director and President of the Company

Wind2Share, Inc.

Signed: 
By: Alejandro Riquezes - Director and President

RECORDED
16 NOV 21 PM 6:15

AINSWORTH + CLANCY

November 17, 2016

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Domestication of Wind2Share, Inc.

Dear Div. of Corporations:

I hope that this letter finds you well. My client is domesticating from Delaware to Florida. The company name is Wind2Share, Inc. Please note that this company is already registered to do business in Florida, see document number F13000003471. So I would guess that these filings will merge, and that there should not be an issue with the fact that the name is the same.

If you have any questions please call or email me at your convenience.

Thank you,



John Ainsworth, Esq.