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Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
LOWD, INC**

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January 5, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILINGS, INC.

SUBJECT: LOWD, INC.
REF: W17000000793

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H17000002214
Letter Number: 917A00000254

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**ARTICLES OF INCORPORATION
OF
LOWD, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name of Corporation and Duration

The name of this corporation is **LOWD, INC.** The corporation shall exist perpetually. The effective date upon which the Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

Article II –Principal Office and Mailing Address

The mailing address office of the Corporation is:

2705 Burris Road, Davie, Florida 33314.

And

The principal office address of the Corporation is:

2705 Burris Road, Davie, Florida 33314

Article III – General Nature Of Business

The general nature of the business to be transacted by this corporation shall be:

- A. Any and all lawful business purposes. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such business services.
- B. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.
- C. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

Article IV – Capital Stock

The Corporation has the authority to issue one million (1,000,000) shares of stock, which are divided into two classes as follows: (i) seven hundred and fifty thousand (750,000) shares of Class A Common Stock (the "Common Stock") with a par value of \$.01 per share which, except as specifically granted to any other class of stock set forth below, are entitled to unlimited voting rights in regard to the Corporation and to receive the net assets of the Corporation upon dissolution; and (ii) two hundred fifty thousand (250,000) shares of Class B Preferred Stock, with a par value of \$.01 per share which said preferred shares shall be non-voting and may be issued in one or more series and shall have such designations, powers, preferences, rights, qualifications, limitations and restrictions as determined by the board of directors (the "Board") of the Corporation under the provisions of Section 607.0602 of the Florida Business Corporation Act, or any successor statute.

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- A. All or any portion of the capital-stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- B. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation subject to Article VIII D.

Article V – INITIAL OFFICERS AND DIRECTORS

Gerald Brauser, on behalf of
S & GB Enterprises, LLC, President/Director
2705 Burris Road
Davie, Florida 33314.

William Hoffer, CEO/Director
2705 Burris Road
Davie, Florida 33314

Pavel Dmitriyev on behalf of
Alligator Consult, LLC, SEC/Director
240 NW 50th Street
Deerfield Beach, FL 33442

Norka Rodriguez, CFO
2705 Burris Road
Davie, Florida 33314.

Article VI – Registered Office and Agent

The name of the registered agent and address of the registered office of this Corporation shall be:

Stuart A. Teller, Esquire
Stuart A. Teller, P.A.
7320 Griffin Road, Suite 216
Davie, Florida 33314

Article VII – Incorporator

The following is the name and street address of the incorporator signing these Articles of Incorporation:

Stuart A. Teller, Esquire
Stuart A. Teller, P.A.
7320 Griffin Road, Suite 216
Davie, Florida 33314

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Article VIII – Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this Corporation, or a shareholders' agreement between this Corporation and its shareholders setting forth the tenor and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for The benefit of its employees, one or more of the following:

- (1) a pension plan;
- (2) a profit-sharing plan;
- (3) a stock bonus plan;
- (4) a thrift and savings plan;
- (5) a restricted stock option plan; or
- (6) other retirement or incentive compensation plan;
- (7) health and or life insurance plan.

D. Actions Requiring Unanimity. Written consent of all of the shareholders as well as the Board of Directors or the unanimous vote of the shareholders at a meeting duly held pursuant to the call, notice, quorum, and voting requirements specified in the provisions of the bylaws shall be required to approve the following actions:

- i. Amendment or repeal of the articles or bylaws of the corporation;
- ii. Issuance of shares of any class or other rights relating to the issuance of shares of the corporation;
- iii. Authorization of any lease, sale, exchange, transfer, or other disposition of all, or substantially all, of the corporation's assets;
- iv. Any merger or consolidation to which the corporation is or is to be a constituent corporation; and
- v. Voluntary dissolution of the corporation.

ARTICLE IX –DIRECTOR NO PERSONAL LIABILITY

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or for any action taken in his or her capacity as a director, or any failure to take such action in his or her capacity as a director. It is the intent that this provision be interpreted to provide the maximum protection against liability afforded to directors under the Florida Business Corporation Act in existence now or hereafter. If the Florida Business Corporation Act or any other law of the State of Florida is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

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ARTICLE X- INDEMNIFICATION OFFICER & DIRECTOR

To the fullest extent permitted by applicable law, the Corporation shall indemnify any director, officer, employee or agent of the Corporation, and may reimburse any of the foregoing for reasonable expenses actually incurred, or authorize advancement of expenses, in cases involving an administrative proceeding or civil action, in accordance with and to the fullest extent permitted or required by the laws of the State of Florida, including but not limited to, the Florida Business Corporation Act; provided that, notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation is authorized to provide such indemnification through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Florida Business Corporation Act.

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



Signature/Incorporator

Date

Signature/Registered Agent

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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