

**ARTICLES OF INCORPORATION
OF
HEADQTRS GENTLEMENS CLUB, INC.**

FILED
17 JAN 17 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscribe to these Articles of Incorporation, a natural person competent to contract; hereby form a corporation under the laws of the State of Florida.

Article I

Corporation Name

The name of this professional service corporation is Headqtrs Gentlemens Club, Inc.

Article II

Nature of Business

The general nature of the business to be engaged in by this corporation is to provide entertainment and light meals. The corporation will host events, parties, small concerts, shows and business functions. This company will also operate clubs locally and throughout the southern United States. The Corporation may also buy and sell real estate and manage rental properties, in and around the State of Florida, including but not limited to the City of Hollywood. This corporation will also engage in any other activities or business permitted under the laws of the United States of America.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares merchandise, real and personal property, and services of every class, kind, and description that it will also conduct trust, insurance, surety, express, railroad, canal, telegraph telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association,

fraternal benefit society, state fair or exposition. To lend and borrow money and hold small notes for individuals or other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

The corporation will also serve as a trustee for other companies, and will receive pension proceeds and distribute them accordingly as advised by the corporation's employees. The company will be governed by the rules of the Internal Revenue Service under Section 401A.

Article III

Stock

The maximum number of shares of stock that the corporation is authorized to issue is 50,000 at a par value of five (\$5.00) dollars per share.

- A. Shareholders of the corporation shall have the preemptive right to acquire their pro rata share of stock of the corporation and for all issues of the one class of common stock of the corporation and for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to, other property, services, acquisition of other

corporations, shares, or property through merger or extinguishments of debts. Preemptive rights shall apply to the resistance of all redeemed or otherwise acquired shares, including the resistance of treasury shares.

- B. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.
- C. No issue of stock of the corporation shall take place unless the shareholders of the corporation shall unanimously approve the price at which the stock is to be issued.
- D. There shall be no more than five (5) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

Article IV

Restrictions on Transfer of Shares

No shareholder shall have the right or power to pledge, sell, or otherwise dispose of, except by will, any share or shares of this company without first offering the said share or shares for sale to the company and shareholders at the then book value.

Article V

Term of Existence

This corporation is to exist perpetually.

Article VI

Principal Place of Business

The initial location of the principal office of this corporation is 18100 NW 3rd Avenue, Miami Gardens, FL 33169. The Board of Directors may, from time to time, move the principal

office to any other address in Florida.

Article VII

Directors

The business affairs of the corporation shall be conducted by a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the by-laws of the corporation. The shareholders may designate in the by-laws the deletion of the office of the Vice-President. Directors need not be a resident of the State of Florida or a shareholder of the corporation.

Article VIII

Initial Directors

The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Melissa Blanchard President and CEO	5913 Wiley Street Hollywood, FL 33023
Rosette Murat Vice President	1831 13th Avenue E, #1203 Bradenton, AL 34208
Paulette Menard Secretary & Treasurer	1800 NW 3rd Avenue Miami Gardens, FL 33169
Ashley Blanchard Director of Marketing and New Business Development	5913 Wiley Street Hollywood, FL 33023

at said election.

Article XIII

Section 1244

The corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

Article XIV

Indemnification

The corporation shall indemnify an officer or board member, if any, to the full extent permitted by law as to those acts done in the furtherance of a legitimate corporate purpose.

WITNESS WHEREOF, MELISSA BLANCHARD, the incorporate, has hereunto set her hand and seal this 23rd day of December, 2016, 2016.



MELISSA BLANCHARD

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MELISSA BLANCHARD, who, after first being duly sworn, deposes and says that she is the person described in the foregoing Articles of Incorporation and she subscribed to these Articles of Incorporation.

AS WITNESS, my official seal in the County and State named above, this 23rd day of December, 2016


NOTARY PUBLIC

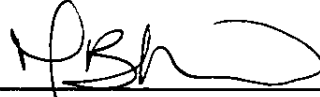


Jim Ryan Sabameda
Commission # FF00050
Expires: March 8, 2020
Bonded thru Aaron Notary

My Commission Expires: 3/8/2020

Personally Known Provided Identification

I HEREBY accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



MELISSA BLANCHARD

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