

P17000009296

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

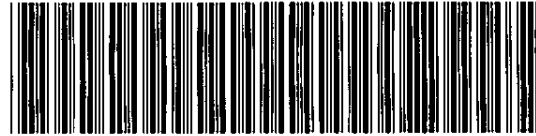
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FILED  
2017 JAN 25 AM 10:18  
TALLAHASSEE, FL  
SECRETARY OF STATE

01/26/17--01002--003 \*\*70.00

RECEIVED  
17 JAN 25 PM 4:12  
NOTARY PUBLIC  
SUFFICIENT FOR FILING  
TALLAHASSEE, FL

C. GOLDEN

JAN 30 2017

## COVER LETTER

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

**SUBJECT:** CLOUD NINE MEDIA GROUP 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:** \_\_\_\_\_  
Name (Printed or typed)

INCORPORATING SERVICES, LTD.

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

TALLAHASSEE, FL 32301

\_\_\_\_\_  
Daytime Telephone number

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

**NOTE: Please provide the original and one copy of the articles.**

FILED  
2017 JUN 27 04:10:18  
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 26, 2017

INCORPORATING SERVICES, LTD.

SUBJECT: CLOUD NINE MEDIA GROUP INC.  
Ref. Number: W17000007365

*Please return  
original submission  
date as the file  
date, thanks!!*

We have received your document for CLOUD NINE MEDIA GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 617A00001622

FILED

2017 JAN 23 AM 10:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CLOUD NINE MEDIA GROUP INC.**

The undersigned **Gene R. Moses**, being over the age of eighteen years, and for the purpose of forming a corporation under the laws of the State of Florida, and in pursuance thereof does hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals, and state as follows:

**ARTICLE I**

**Corporate Name**

The name of the corporation shall be **Cloud Nine Media Group Inc.**

**ARTICLE II**

**Principal Office**

The principal street address and mailing address of the corporation are:

#1008 – 555 Richmond Street W Box 626  
Toronto, ON M5V 3B1  
Canada

**ARTICLE III**

**Corporate Purpose**

The general nature of the business of the corporation, and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. To engage in the business of serving as a holding company for the ownership of the business interests of the shareholders including, but not limited to the ownership interests of other entities owned or managed by the shareholders as shall from time to time be directed by the Board of Directors.
2. To engage in generally and to carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful and/or advantageous to this corporation.
3. To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or

in share, or partly in cash and partly in share.

4. To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.
5. To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.
6. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.
7. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Florida; and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.
8. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.
9. To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Florida Business Corporation Act.

#### **ARTICLE IIV**

##### **Duration**

The corporation is to have perpetual existence.

#### **ARTICLE V**

##### **Registered Office and Agent**

The name and street address of this Corporation's initial Registered Office is:

Registered Agent Solutions, Inc.  
155 Office Plaza Dr.  
Suite A  
Tallahassee, FL 32301

## ARTICLE VI

### Shares

The Corporation is authorized to issue 200 shares of common stock with no par value.

## ARTICLE VII

### No Preemptive Rights

No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

## ARTICLE VIII

### No Cumulative Voting

At each election of directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors will be permitted.

## ARTICLE IX

### Officers and Directors

The names, street addresses and titles of the initial officers and directors of the corporation are:

Name

Address

Angela L. Desveaux

#1008 – 555 Richmond Street W Box 626

Toronto, ON M5V 3B1  
Canada

Bruce Patterson

#1008 – 555 Richmond Street W Box 626  
Toronto, ON M5V 3B1  
Canada

## **ARTICLE X**

### **Incorporator**

The name and address of the incorporator is as follows:

**Gene R. Moses  
2200 Rimland Drive Suite 115  
Bellingham, WA. 98226-6639**

## **ARTICLE XI**

### **Director Liability**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates Section 607.0831 of the Florida Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Business Corporation Act is 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 paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE XII**

### **Indemnification**

The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights

to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

### **ARTICLE XIII**

#### **Bylaws**

The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

### **ARTICLE XIV**

#### **Amendment**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred on the stockholders and all powers of the directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned person, of the age of eighteen (18) years or more, as incorporator of this Corporation under the Florida Business Corporation Act, adopts these Articles of Incorporation.

DATED this 26th day of January, 2017.

  
Gene R. Moses, Incorporator





**REGISTERED AGENT**  
SOLUTIONS INC

2017 JAN 25 AM 10:19

FILED  
SEC. OF STATE  
TALLAHASSEE, FL 32301

**CONSENT TO SERVE AS REGISTERED AGENT**

Date: 01/25/2017

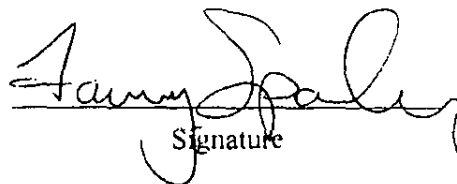
RE: CLOUD NINE MEDIA GROUP INC.

I, Registered Agent Solutions, Inc., located at 155 Office Plaza Dr, Suite A. Tallahassee, FL 32301  
hereby consent to serve as Registered Agent for the above-referenced entity.

As Registered Agent it will be my responsibility to receive service of process; to forward all state  
and federal correspondence; and to immediately notify the Office of the Secretary of State in the  
event of our resignation, or of any changes in the Registered Office address.

FANNY SPARLING Assistant Secretary

Name and Title

  
Signature