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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/02/17

COVER LETTER

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

SUBJECT: Mint Organics, 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: Philip Magri, Esq.

Name (Printed or typed)

2642 NE 9th Ave.

Address

Wilton Manors, FL 33334

City, State & Zip

954-303-8027

Daytime Telephone number

pmagri@magrilaw.com

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

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Part 1)

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: Mint Organics, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal street address of the Corporation is: 4045 Sheridan Ave., Suite 239, Miami, FL 33140

ARTICLE III. SHARES

Section 3.01 Authorized Capital

The total number of shares of capital stock that the Corporation shall have the authority to issue is 3,000, consisting of:

- (a) 2,000 shares of common stock, par value \$0.001 per share ("**Common Stock**"), of which
 - (i) 1,000 shares of Common Stock shall be designated as Class A Voting Common Stock (the "**Class A Common Stock**");
 - (ii) 1,000 shares of Common Stock shall be designated as Class B Non-Voting Common Stock (the "**Class B Common Stock**"); and
- (b) 1,000 shares of "blank check" Preferred Stock, par value \$0.001 per share (the "**Preferred Stock**"), of which
 - (i) 300 shares shall be designated as Series A Convertible Preferred Stock (the "**Series A Preferred Stock**")

Section 3.02 Voting Rights

- (a) Class A Common Stock. Subject to the limitations provided by law and subject to any voting rights applicable to shares of the Preferred Stock, the Class A Common Stock shall have the sole right and power to vote on all matters on which a vote of shareholders is to be taken. In all matters, with respect to actions both by vote and by consent, each holder of shares of the Class A Common Stock shall be entitled to cast one vote in person or by proxy for each share of Class A Common Stock standing in such holder's name on the transfer books of the Corporation. Except as otherwise provided above and subject to the limitations provided by law and subject to any voting rights applicable to shares of the Preferred Stock, the holders of shares of the Class A Common Stock shall vote together as a single class, together with the holders of any shares of the Preferred Stock which are entitled to vote, and not as a separate class.

- (b) Class B Common Stock. The Class B Common Stock shall not be entitled to vote on any matters.
- (c) Undesignated Preferred Stock. The Board of Directors is hereby expressly authorized, subject to any limitations prescribed by law, by resolution or resolutions thereof, to provide from time to time out of the unissued shares of Preferred Stock for one or more series of Preferred Stock by filing a certificate pursuant to the applicable law of the State of Florida (each such certificate being hereinafter referred to as a "**Certificate of Designation**"), and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the powers (including voting powers), if any, of the shares of such series and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions of the shares of such series. The designations, powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, if any, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series of Preferred Stock at any time outstanding.
- (d) Series A Preferred Stock. By resolution on the date these Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation, pursuant to the authority conferred on the Board of Directors by these Articles of Incorporation, the Board created out of the 1,000 shares of "blank check" Preferred Stock, a series of 300 shares of Preferred Stock designated as "Series A Convertible Preferred Stock" having the powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions as set forth in the Certificate of Designation attached hereto as **Appendix A** and incorporated herein by reference.

ARTICLE IV. INITIAL OFFICERS AND/OR DIRECTORS

The initial officers and directors of the Corporation as follows:

Name and Title:	<u>Peter Taddeo, Chief Executive Officer and Director</u>
Address:	<u>4045 Sheridan Ave., Suite 239, Miami, FL 33140</u>
Name and Title:	<u>Albert Mitrani, President and Director</u>
Address:	<u>4045 Sheridan Ave., Suite 239, Miami, FL 33140</u>
Name and Title:	<u>Wayne Rohrbaugh, Chief Operating Officer and Director</u>
Address:	<u>4045 Sheridan Ave., Suite 239, Miami, FL 33140</u>
Name and Title:	<u>Ian T. Bothwell, Chief Financial Officer and Treasurer</u>
Address:	<u>4045 Sheridan Ave., Suite 239, Miami, FL 33140</u>

ARTICLE V. REGISTERED AGENT

The name and Florida street address of the registered agent is:

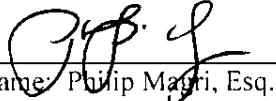
Name:	<u>Philip Magri, Esq.</u>
Address:	<u>2642 NE 9th Ave., Wilton Manors, FL 33334</u>

ARTICLE VI. INDEMNIFICATION

Section 6.01 Indemnification of officers, directors, employees and agents.

- (a) Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as a director, officer or trustee of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executor, administrators or estate of such person), shall be indemnified by the Corporation, in accordance with the By-laws of the Corporation, to the fullest extent permitted from time to time by the Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect.
- (b) The Corporation may, by action of the Board of Directors or through the adoption of By-laws, provide indemnification to employees and agents of the Corporation, and to persons serving as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by these Amended Articles of Incorporation or otherwise by the Corporation.
- (c) Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article VI.
- (d) Neither any amendment or repeal of any Section of this Article VI, nor the adoption of any provision of these Articles of Incorporation or the By-laws of the Corporation inconsistent with this Article VI, shall adversely affect any right or protection of any director, officer, employee or other agent established pursuant to this Article VI existing at the time of such amendment, repeal or adoption of an inconsistent provision, including without limitation by eliminating or reducing the effect of this Article VI, for or in respect of any act, omission or other matter occurring, or any action or proceeding accruing or arising (or that, but for this Article VI, would accrue or arise), prior to such amendment, repeal or adoption of an inconsistent provision.

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.


Name: Philip Magri, Esq.
Title: Registered Agent

February 24, 2017

Date

I submit this document and affirm 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.


Print Name: Philip Magri
Incorporator

February 24, 2017

Date

Name: Philip Magri, Esq.
Address: 2642 NE 9th Ave., Wilton Manors, FL 33334

FILED

17 FEB 28 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF THE DESIGNATIONS, POWERS,
PREFERENCES AND RIGHTS OF THE
SERIES A CONVERTIBLE PREFERRED STOCK
(\$0.001 PAR VALUE PER SHARE)**

OF

**MINT ORGANICS, INC.
(a Florida corporation)**

Pursuant to the Florida Business Corporation Act and the bylaws of **MINT ORGANICS, INC.**, a Florida corporation (the "**Corporation**"), the Corporation does hereby submit the following:

WHEREAS, the Articles of Incorporation of the Corporation (the "**Articles of Incorporation**") authorizes the issuance of up to 1,000 shares of preferred stock, par value \$0.001 per share, of the Corporation ("**Preferred Stock**") in one or more series, and expressly authorizes the Board of Directors of the Corporation (the "**Board**"), subject to limitations prescribed by law, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock, and, with respect to each such series, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series; and

WHEREAS, it is the desire of the Board to establish a new series of Preferred Stock to be designated "Series A Convertible Preferred Stock" consisting of 300 shares and having the rights, preferences and limitations set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby establish a series of Preferred Stock designated as "Series A Convertible Preferred Stock" and does hereby in this Certificate of Designation (the "**Certificate of Designation**") establish and fix and herein state and express the designation, rights, preferences, powers, restrictions and limitations of such series of Preferred Stock as follows:

1. Designation and Amount.

This series of Preferred Stock shall be designated "**Series A Convertible Preferred Stock**" and the authorized number of shares constituting such series shall be **Three Hundred (300)**. The par value of the Series A Convertible Preferred Stock shall be \$0.001 per share. Shares of the Series A Convertible Preferred Stock shall have a stated value of \$1.000 per share (the "**Stated Value**").

2. Dividends.

The holders of shares of Series A Convertible Preferred Stock shall not be entitled to receive any dividends.

3. Preferences on Liquidation.

Subject to the provisions of **Section 5(a)** below, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of shares of the Series A

Convertible Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to the Stated Value per share.

4. Voting Rights.

Except as otherwise required by law or by the Articles of Incorporation and except as set forth in **Section 5(b)** below, the outstanding shares of Series A Convertible Preferred Stock shall not be entitled to vote on any matter set forth before the stockholders of the Corporation at an annual or special meeting of stockholders or action by written consent of stockholders in lieu of a meeting.

5. Ranking; Changes Affecting Series.

- (a) The Series A Convertible Preferred Stock shall, with respect to distribution rights on liquidation, winding up and dissolution, (i) rank senior to any of the shares of Common Stock of the Corporation, and any other class or series of stock of the Corporation which by its terms shall rank junior to the Series A Convertible Preferred Stock, and (ii) rank junior to any other series or class of preferred stock of the Corporation and any other class or series of stock of the Corporation which by its term shall rank senior to the Series A Convertible Preferred Stock.
- (b) So long as any shares of Series A Convertible Preferred Stock are outstanding, the Corporation shall not (i) alter or change any of the powers, preferences, privileges or rights of the Series A Convertible Preferred Stock, or (ii) amend the provisions of this **Section 5**; in each case, without first obtaining the approval by vote or written consent, in the manner provided by law, of the holders of at least a majority of the outstanding shares of Series A Convertible Preferred Stock, as to changes affecting the Series A Convertible Preferred Stock.

6. No Redemption.

The shares of the Series A Convertible Preferred Stock are not redeemable.

7. Conversion.

- (a) Mandatory Conversion. Each outstanding share of Series A Convertible Preferred Stock shall be automatically converted into 1.5 shares of Class B Non-Voting Common Stock, par value \$0.001 per share ("**Class B Common Stock**"), of the Corporation upon the earlier of (i) the fifth anniversary of the date such share of Series A Convertible Preferred Stock was issued (the "**Issuance Date**"); or (ii) the Corporation's receipt of the necessary licenses and permits required to operate business operations in the medical cannabis industry.
- (b) Voluntary Conversion. Commencing on the first anniversary of the Issuance Date, each holder of the Series A Convertible Preferred Stock shall have the right, but not the obligation, to convert some or all of such holder's shares of Series A Convertible Preferred Stock (or Class B Common Stock equivalent) into unregistered shares, par value \$0.001 per share, of common stock of Biotech Products Services and Research, Inc., a Nevada corporation of which the Corporation is a wholly-owned subsidiary ("**BPSR**"), based on the Stated Value divided by the average trading price of BPSR common stock for the ten trading days prior the conversion date.

8. Merger, Consolidation, Etc.

- (a) If at any time or from time to time there shall be (i) a merger, or consolidation of the Corporation with or into another corporation, (ii) the sale of all or substantially all of the Corporation's capital stock or assets to any other person, (iii) any other form of business combination or reorganization in which the Corporation shall not be the continuing or surviving entity of such business combination or reorganization, or (iv) any transaction or series of transactions by the Corporation in which in excess of 50 percent of the Corporation's voting power is transferred (each, a "**Reorganization**"), then as a part of such Reorganization, provision shall be made so that the holders of the Series A Convertible Preferred Stock shall thereafter be entitled to receive the same kind and amount of stock or other securities or property (including cash) of the Corporation, or of the successor corporation resulting from such Reorganization.
- (b) The provisions of this **Section 7** are in addition to and not in lieu of the provisions of **Section 2** hereof.

9. No Impairment.

The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Certificate of Designation and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Convertible Preferred Stock against impairment.

10. Lost or Stolen Certificates.

Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificate(s) and (ii) (y) in the case of loss, theft or destruction, of indemnity reasonably satisfactory to the Corporation, or (z) in the case of mutilation, upon surrender and cancellation of the Preferred Stock Certificate(s), the Corporation shall execute and deliver new Preferred Stock Certificate(s) of like tenor and date.
