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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 Florida, 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy 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. (Profit)

ARTICLE I. NAME

The name of the corporation shall be: Mint Organics Florida, 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 stock that the Corporation shall authority to issue is 20,000, consisting of:

1. 10,000 shares of Class A Voting Common Stock, par value \$0.001 per share (the "Class A Common Stock");
2. 10,000 shares of Class B Non-Voting Common Stock, par value \$0.001 per share (the "Class B Common Stock")

Section 3.02 Voting Rights

- (a) Class A Common 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.
- (b) Class B Common Stock. The Class B Common Stock shall not be entitled to vote on any matters.

ARTICLE IV. INITIAL OFFICERS AND/OR DIRECTORS

The initial officers and directors of the Corporation as follows:

Name and Title: Peter Taddeo, Chief Executive Officer and Director
Address: 4045 Sheridan Ave., Suite 239, Miami, FL 33140

Name and Title: Albert Mitrani, President and Director
Address: 4045 Sheridan Ave., Suite 239, Miami, FL 33140

Name and Title: Wayne Rohrbaugh, Chief Operating Officer and Director
Address: 4045 Sheridan Ave., Suite 239, Miami, FL 33140

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Name and Title: Jan T. Bothwell, Chief Financial Officer and Treasurer
Address: 4045 Sheridan Ave., Suite 239, Miami, FL 33140

ARTICLE V. REGISTERED AGENT

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

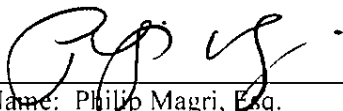
Name: Philip Magri, Esq.
Address: 2642 NE 9th Ave., Wilton Manors, FL 33334

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.

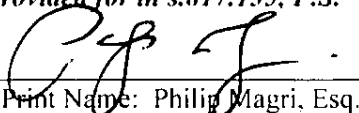
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



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, Esq.
Incorporator

February 24, 2017
Date

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

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TALLAHASSEE, FLORIDA