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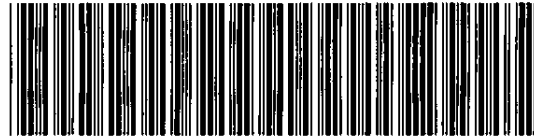
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IC PROPERTY CAPITAL, CORP.

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

ARTICLE I
NAME

The name of the corporation shall be: IC PROPERTY CAPITAL, CORP.

ARTICLE II
PRINCIPAL OFFICE

The Corporation Principal street and mailing address is: 700 E. Dania Beach Blvd., Suite 202, Dania, FL 33004.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is to perform any and all business activity allowed under Florida law.

ARTICLE IV
SHARES OF STOCK

Common Stock: The aggregate number of shares of stock authorized to be issued by this Corporation shall be 9,000 shares of common stock, each with a par value of \$.0001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

Preferred Stock: The Corporation is authorized to issue 1,000 shares of \$.0001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights including number of votes per share; and

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms,

limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

SERIES "A" CONVERTIBLE PREFERRED STOCK

Certificate of Designations

The Corporation, pursuant to Section 607.0602 of the Florida Business Corporation Act, does hereby make this **Certificate of Designations, Rights and Preferences** and does hereby authorize the issuance of, and fixes the designations and preferences and rights, and qualifications, limitations and restrictions, of a series of preferred stock of the Corporation consisting of 1,000 shares, par value \$0.0001 per share, to be designated "Series A Convertible Preferred Stock" (hereinafter, the "Series A Preferred Stock"); each share of Series A Preferred Stock shall have one (1) vote per share; and, each share of Series A Preferred Stock shall rank equally in all respects and shall be subject to the following terms and provisions:

1. Dividends. The holders of the Series A Preferred Stock shall be entitled to receive, when, if and as declared by the Board, out of funds legally available therefor, cumulative dividends payable in cash.

(a) Dividend Periods: Dividend Rate.

(i) Dividend Periods. The dividend periods (each, a "Dividend Period") shall be as follows: The initial Dividend Period shall begin on May 1, 2017 and end on May 1, 2022 (the "Initial Dividend Period"). Thereafter, each Dividend Period shall commence on the day immediately following the last day of the preceding Dividend Period and shall end on the anniversary of the last day of the Initial Dividend Period.

(ii) Dividend Rate. The annual interest rate at which cumulative preferred dividends will accrue on each share of Series A Preferred Stock (the "Dividend Rate"), shall be the lowest annual interest rate allowed by the United States Treasury and IRS regulations for each dividend period.

(b) No dividends shall be declared or paid or set apart for payment on the shares of Common Stock of the Corporation for any dividend period unless full cumulative dividends have been or contemporaneously are declared and paid on the Series A Preferred Stock through the most recent Dividend Payment Date. Without prejudice to the foregoing, if full cumulative dividends have not been paid on shares of the Series A Preferred Stock, all dividends declared on shares of the Series A Preferred Stock shall be paid pro rata to the holders of outstanding shares of the Series A Preferred Stock. The Series A Preferred Stock shall not be subordinate to any other class of issued and outstanding shares of preferred stock of the Corporation regarding payment of dividends.

2. Voting Rights.

(a) Except as otherwise provided herein or as provided by law, the holders of the Series A Preferred Stock shall have full voting rights and powers, equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any stockholders meeting in accordance with the Bylaws of the Corporation, as amended (the "Bylaws"), and shall be entitled to vote, with respect to any question upon

which holders of Common Stock are entitled to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. Each share of Series A Preferred Stock shall be entitled to the one (1) votes per share.

(b) The Corporation shall not, without the affirmative consent or approval of the holders of shares representing at least a majority, by voting power, of the Series A Preferred Shares then outstanding, voting separately as one class, given by written consent in lieu of a meeting or by vote at a meeting called for such purpose for which notice shall have been given to the holders of the Series A Preferred Stock in the manner provided in the Bylaws of the Corporation:

(i) in any manner authorize, create, designate, issue or sell any class or series of capital stock (including any shares of treasury stock) or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity, which in each case, as to the payment of dividends, distribution of assets or redemptions, including, without limitation, distributions to be made upon the liquidation, dissolution or winding up of the Corporation or a merger, consolidation or sale of the assets thereof, and which is senior to the Series A Preferred Stock;

(ii) in any manner alter or change the terms, designations, powers, preferences or relative, optional or other special rights, or the qualifications, limitations or restrictions, of the Series A Preferred Stock;

(iii) reclassify the shares of any class or series of subordinate stock into shares of any class or series of capital stock (A) ranking, either as to payment of dividends, distributions or assets or redemptions, including, without limitation, distributions to be made upon the liquidation, dissolution or winding up of the Corporation or a merger, consolidation or sale of assets thereof, senior to the Series A Preferred Stock or (B) which in any manner adversely affects the rights of the holders of Series A Preferred Stock in their capacity as such; or

(iv) take any action to cause any amendment, alteration or repeal of any of the provisions of (A) the Certificate of Incorporation or (B) the Bylaws, if such amendment, alteration or repeal would have a material adverse effect on the rights of the holders of the Series A Preferred Stock or on the directors elected by the holders of the Series A Preferred Stock.

3. Rights on Liquidation.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (any such event being hereinafter referred to as a "Liquidation"), before any distribution of assets of the Corporation shall be made to or set apart for the holders of the Common Stock and subject and subordinate to the rights of secured creditors of the Corporation, the holders of Series A Preferred Stock shall receive an amount per share equal to That holder's capital contribution, adjusted for any recapitalization, stock combinations, stock dividends (whether paid or unpaid), stock options and the like with respect to such shares (the "Liquidation Preference"), plus any accumulated but unpaid dividends (whether or not earned or declared) on the Series A Preferred Stock. If the assets and funds of the Corporation thus distributed among the holders of Series A Preferred Stock shall be insufficient to make in full the payment herein required, such assets shall be distributed pro-rata among the holders of Series A Preferred Stock based on the aggregate Liquidation Preferences of the shares of Series A Preferred Stock held by each such holder. The Liquidation Preferences for the Series A Preferred Stock shall not be subordinate to the Liquidation Preferences of any issued and outstanding shares of any other series of preferred stock of the Corporation that may hereafter be created.

(b) If the assets and funds of the Corporation available for distribution to stockholders exceed the aggregate amount payable with respect to all shares of Series A Preferred Stock then outstanding, then, after the payment required by paragraph 3(a) above shall have been made or irrevocably set aside, the holders of Common Stock shall be entitled to receive payment of a pro rata portion of such remaining assets based on the aggregate number of shares of Common Stock held or deemed to be held by such holder. The holders of Series A Preferred Stock shall not have the right to participate in such aforementioned distribution.

(c) Upon the sale by the Corporation of all or substantially all of its assets, the acquisition by the Corporation by another entity by means of any transaction or series of transactions (including, without limitation, the acquisition of the shares of capital stock of the Corporation in an amount sufficient to permit the acquiror to elect a majority of the Board of Directors of the Corporation, any reorganization, merger or consolidation, but excluding any reincorporation), or the acquisition of any of the Corporation's material subsidiaries, the holders of the Series A Preferred Stock shall be treated as if such transaction were a liquidation of the Corporation, which shall entitle the holders of Series A Preferred Stock to the Liquidation Preference set forth in Section 3(a) above, as if all consideration being received by the Corporation and its stockholders in connection with such transaction were being distributed in an event of liquidation of the Corporation.

ARTICLE V
INITIAL OFFICERS AND/OR DIRECTORS

The initial President and Secretary of the Corporation is:

LUCAS METTOUT

Address: 700 E. Dania Beach Blvd., Suite 202, Dania, FL 33004.

ARTICLE VI
REGISTERED AGENT

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

Name: FREDERIC BARTHE PA

Address: 17 SE 24th Avenue, Pompano Beach, FL 33062

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Name: Frederic M. Barthe, Esq.

Address: 17 SE 24th Avenue, Pompano Beach, FL 33062

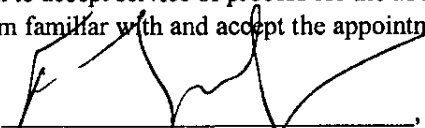
ARTICLE VIII
EFFECTIVE DATE

The effective date is the date of filing of these Articles of Incorporation.

ARTICLE IX
INDEMNIFICATION

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in § 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by § 607.0850, as then in effect, or by any successor law thereto.

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

Required Signature/Registered Agent:  _____, Date : March 27, 2017
Frederic M. Barthe, Esq.

I submit this document and affirm that 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.

Required Signature/Incorporator:  _____, Date : March 27, 2017
Frederic M. Barthe, Esq.

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F. M. BARTHE