

APR/04/2017/TUE 03:28 PM

4/4/2017

FAX No.

P. 001

**P17000092538 30221**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Cannivest Capital, Inc.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
ELECTRONIC FILING SERVICES

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APR 04 2017

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Articles of Incorporation  
of  
Cannivest Capital, Inc.

*The undersigned incorporator in accordance with §607.202 of the Florida Statutes elects to form a Corporation under of the Florida Business Corporation Act.*

ARTICLE I

The name of the Corporation shall be:

**Cannivest Capital, Inc.**

ARTICLE II

The street address of the principal office and mailing address of the Corporation is:

9132 Strada Place, Fourth Floor  
Naples, Florida 34108

ARTICLE III

The Corporation is permitted to engage in all lawful business permitted under Florida law. The specific purposes of the business may be set forth in the Bylaws.

ARTICLE IV

The Corporation is authorized to issue One Hundred Forty Million (140,000,000) Shares of Common and Preferred Stock.

A. Common Stock – The Board of Directors is authorized to class of common stock, to wit: Voting Common Stock and Non-Voting Common Stock

(1) Voting Common

The Directors shall have the authority to issue two series of voting common shares; Series A and Series B

(A) The Directors are authorized to issue up to Twenty Million (20,000,000) Series A Voting Common shares of no par value.

(B) The Directors are authorized to issue up to Twenty Million (20,000,000) Series B Voting Common shares of no par value.

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## (2) Non-Voting Common

The Directors shall have the authority to issue three series of Non-Voting common shares; Series C, Series D and Series E

- (A) The Directors are authorized to issue up to Fifty Million (50,000,000) Series C Non-Voting Common shares of no par value.
- (B) The Directors are authorized to issue up to Twenty Million (20,000,000) Series D Non-Voting Common shares of no par value.
- (C) The Directors are authorized to issue up to Ten Million (10,000,000) Series E Non-Voting Common shares of no par value.

## B. Preferred Shares

- (1) Voting Preferred - The Directors are authorized to issue up to Five Million (5,000,000) Voting Preferred Shares

- (2) Non-Voting Preferred- The Directors are authorized to issue up to Fifteen Million (15,000,000) Non-Voting Preferred Shares

The preferred shares may be issued in one or more series, as designated by the Board of Directors, with the preferred shares of each series being designated in a manner to distinguish them from preferred shares of all other series. Authority is expressly granted to the Board of Directors at any time and from time to time before the issuance of any preferred shares of a particular series to determine, within the limits set forth in Section 607.0601 Florida Statutes, the designation of such series, the number of preferred shares to comprise such series and the preferences, limitations and relative rights of such series. Prior to the issuance of any preferred shares of a series so designated by the Board of Directors, the corporation shall file articles of amendment with the Florida Department of State as required by Section 607.0602 Florida Statutes.

The Board shall have the authority to issue warrants, options, rights and other interests.

The Board shall have the authority to establish a deferred compensation plan which may be comprised of qualified and/non-qualified deferred compensation.

## ARTICLE V

The Corporation shall have no less than One (1) and no more than Nine (9) directors as set forth in the Bylaws. The method of election of directors shall be as set forth in the bylaws.

The Board of Directors shall have the authority to establish and staff an Advisory Board in accordance with the Bylaws.

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ARTICLE VI

The name and Florida street address of the Registered Agent of the Corporation  
is:

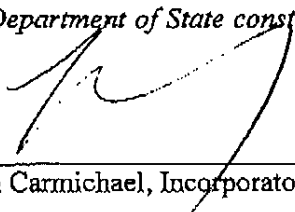
Kevin Carmichael  
9132 Strada Place, Fourth Floor  
Naples, Florida 34108

ARTICLE VII

These Articles may be amended by an affirmative vote of two-thirds of the total directors then appointed at a meeting called for such purpose; provided that if any provision requiring the consent of the shareholders in the aggregate or of a specific class or series of shares shall be authorized by a majority in interest of such shareholders.

These Articles of Incorporation were adopted by the Incorporator on  
April 4, 2017.

*I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, F.S.*

  
\_\_\_\_\_  
Kevin Carmichael, Incorporator

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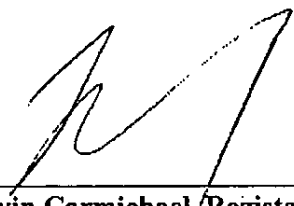
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**CERTIFICATE OF ACCEPTANCE OF  
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

*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 all on the 4 day of April, 2017.*



\_\_\_\_\_  
Kevin Carmichael, Registered Agent

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OFFICE

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