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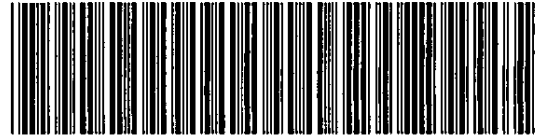
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** Fox Applied Technologies International, Corp.  
**(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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Elias Correa  
Name (Printed or typed)

1221 Brickell Avenue, 19th Floor  
Address

Miami, Florida 33131  
City, State & Zip

(305) 416-3180  
Daytime Telephone number

ecorrea@lydeckerdiaz.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  
OF  
FOX APPLIED TECHNOLOGIES INTERNATIONAL, CORP.**

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

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation shall be: Fox Applied Technologies International, Corp.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is:

8101 Biscayne Blvd  
Suite 509  
Miami, FL 33138

**ARTICLE III  
PURPOSE OF THE CORPORATION**

The purpose of the corporation is to engage in any lawful activity.

**ARTICLE IV  
AUTHORIZED SHARES**

A. Authorized Shares. The total authorized shares of this Corporation shall consist of:

- 1) 10,000,000 shares of voting Preferred Stock, par value \$0.001 per share; and
- 2) 100,000,000 shares of non-voting Common Stock, par value \$0.001 per share.

Shares and additional classes of shares may be issued from time to time as the Board of Directors may determine in their sole judgment and without the necessity of action by the holders of Shares.

Each share of Preferred Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Preferred Stock as to dividends, dividends may be paid upon Preferred Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Preferred Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Preferred Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of

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the holders of such senior capital stock.

Each share of Common Stock shall not be entitled to vote. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

#### **ARTICLE V MANAGEMENT AND OFFICERS AND/OR DIRECTORS**

For the management of the business, and for the conduct of the affairs of the corporation, and for the future definition, limitation, and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

A. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

1. To make, alter, amend, and repeal the Bylaws subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;
2. Subject to the applicable provisions of the Bylaws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the Corporation;
3. To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal property of the corporation, including after-acquired property;
4. To determine whether any and, if so, what part of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;
5. To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;

6. To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.
7. To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;
8. To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid;
9. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the Bylaws of the corporation.

B. Names and Addresses of Board of Directors. The name and post office addresses of the Board of Directors which consists of four (4) positions that may be occupied by one or more individuals and who shall hold office until his successor(s) are duly elected and qualified, is as follows:

Name and Title:	<u>Chris Fox/ Chief Executive Officer (CEO)</u>	Conflict of Interest. Unless entered into in bad faith, no contract or transaction between the Corporation and one or more of its Officers, or Shareholders, Directors, or between the Corporation and any other corporation, company, partnership, association or other organization in which one or more of its Officers, Directors, or Shareholder have a financial interest or are shareholders, partners, managers or officers shall be voidable solely for this reason or solely because said Officer, Director, or Shareholder was present or participated in the authorization of such contract or transaction. No Officer, Director, or Shareholder interested in such contract or transaction, because of such interest, shall be considered to be in breach of his duties to the Corporation or liable to the Corporation. Any Officer, Director or Shareholder, or any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction.
Address:	<u>8101 Biscayne Blvd Suite 509 Miami, FL 33138</u>	
Name and Title:	<u>Chris Fox/ Secretary</u>	Name and Title: <u>Chris Fox/ Chief Financial Officer (CFO)</u>
Address:	<u>8101 Biscayne Blvd Suite 509 Miami, FL 33138</u>	Address: <u>8101 Biscayne Blvd Suite 509 Miami, FL 33138</u>

D. Outside Business. Subject to any non-competition agreement, any Shareholder, Officer or Director of the Corporation may engage or have an Interest in other business ventures and the pursuit of such ventures shall not be deemed wrongful or improper.

## ARTICLE VI

### ADDRESS OF REGISTERED AGENT

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

Name: Elias Correa  
Address: Lydecker Diaz  
1221 Brickell Ave.  
19th Floor  
Miami, FL 33131

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

Name: Christopher Fox  
Address: 8101 Biscayne Blvd  
Suite 509  
Miami, FL 33138

**ARTICLE VIII  
EFFECTIVE DATE**

The Effective date is the date of filing.

*SIGNATURE PAGE FOLLOWS*

*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

*May 24, 2017*

*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

*5/24/17*

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