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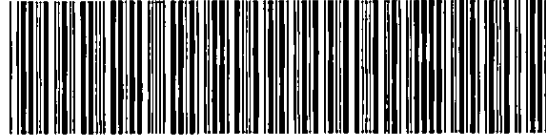
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07/21/17

## COVER LETTER

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

**SUBJECT:** H2A Payroll Solutions, 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:** Julio Cesar Cruz Lopez

Name (Printed or typed)

1509 N. Johnson Street

Address

Plant City, FL 33563

City, State & Zip

(915) 356-6654

Daytime Telephone number

h2apayrollsolutions@gmail.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 H2A Payroll Solutions, Inc. A Florida Corporation**

Department of State  
Division of Corporations

The undersigned Incorporator desires to form a corporation for profit under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of Florida Business Corporation Act of Florida (*Act*).

## **Article One Name**

The name of the Corporation is H2A Payroll Solutions, Inc.

## **Article Two Registered Agent**

### **Section 2.01 Registered Agent and Registered Office**

The Corporation's initial Registered Office address in the State of Florida is: 1519 Third Street SE, Winter Haven, FL 33880.

The name of the Corporation's initial Registered Agent at that office is Brandon J. Rafool, Attorney at Law.


### **Section 2.02 Registered Agent Consent**

I, Brandon J. Rafool, Attorney at Law, a natural person and resident of Florida, accept the appointment as Registered Agent of H2A Payroll Solutions, Inc., a Florida Corporation. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

forward mail, and to immediately notify the Department of State if I resign or if the Registered Office address changes.

Dated: July 11, 2017.



Brandon J. Rafool, Attorney at Law, Registered Agent

### **Article Three Stock**

The total number of shares of stock that the Corporation has authority to issue will be 1000 shares of Common Stock of the par value of \$1 per share, all of one class.

### **Article Four Stock Transfer Restrictions**

Except as otherwise provided in the Bylaws or in a separate agreement among the stockholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

### **Article Five Preemptive Shareholder Rights**

The preemptive right of a shareholder to acquire additional shares is denied.

## **Article Six Incorporator**

The name and residence of the Incorporator is as follows.

Name:

Address:

Julio Cesar Cruz  
Lopez

1509 N. Johnson Street  
Plant City, Florida 33563

Email:h2apayrollsolutions@gmail.com

## **Article Seven Board of Directors**

The first Board of Directors will have 3 Directors. Thereafter, the number of Directors will be determined by the Bylaws, but in no event less than three. Any change to the number of Directors must be reported to the Department of State within 30 calendar days of the change.

The names of the initial Directors are:

Hector Cruz Lopez;

Hector Cruz Martinez; and

Julio Cesar Cruz Lopez.

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

## **Article Eight Duration**

The Corporation's duration is perpetual.

## **Article Nine**

### **Release from Personal Liability**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **Article Ten**

### **Indemnification**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **Article Eleven**

### **Power to Enact, Amend, and Repeal Bylaws**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

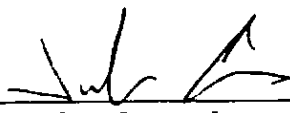
## **Article Twelve Address of Principal Office**

The principal office of this Corporation shall be 1509 N. Johnson Street, Plant City, Florida 33563, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

## **Article Thirteen Mailing Address**

The mailing address of this Corporation shall be 1509 N. Johnson Street, Plant City, Florida 33563, but the Corporation shall have the power to establish other mailing addresses at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

These Articles of Incorporation have been signed on July 11, 2017.

  
\_\_\_\_\_  
Julio Cesar Cruz Lopez, Incorporator

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FILED  
CLERK OF CIRCUIT COURT  
FLORIDA