

P17000078971

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

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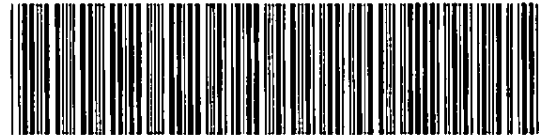
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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: GESEET'S CORPORATION

(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: ANTONIO REGOJO

Name (Printed or typed)

12550 BISCAYNE BLVD STE 110

Address

MIAMI, FL 33181

City, State & Zip

305-814-8299

Daytime Telephone number

INFO@AVENIDALEGAL.COM

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

STATE of FLORIDA
ARTICLES of INCORPORATION
OF
GESEETS CORPORATION

The undersigned person, acting as incorporator of a Corporation in compliance with Chapter 607 and/or Chapter 621 of the Statutes of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this Corporation is **GESEETS CORPORATION**.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The principal address and mailing address of the Corporation shall be:

12550 BISCAYNE BLVD #110
Miami, FL 33181

ARTICLE III
PURPOSE

The Purpose of the Corporation is to engage in any and all lawful business.

ARTICLE IV
SHARES

The total number of shares which the Corporation shall have authority to issue is **20,000,000** shares of \$0.01 par value common stock (the "Stock"), as follows: (i) **12,000,000** shares of **Class A Common Stock, \$0.01** par value per share ("Class A Common Stock"); (ii) **6,000,000** shares of **Class B Common Stock, \$0.01** par value per share ("Class B Common Stock"); and (iii) **2,000,000** shares of **Class C Common Stock, \$0.01** value per share ("Class C Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

Class A Common Stock

Voting. The holders of the Class A Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Class A Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of Class B Common Stock or Class C Common Stock unless the holders of such affected

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JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

classes are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to Florida Law. The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote. Class A Common Stock shall further be eligible to vote on the election of the Board of Directors as set forth in the Bylaws of the Corporation.

Dividends. The holders of Class A Common Stock shall receive a dividend as declared by the Board of Directors in its sole and absolute discretion and as approved by the majority of the Corporation's shareholders that are eligible to vote, in equal per share proportion to Class B Common Stock and Class C Common Stock for each share of stock held by such holder.

Class B Common Stock.

Voting. The holders of the Class B Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Class B Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of Class A Common Stock or Class C Common Stock if the holders of such affected classes are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to Florida Law. The number of authorized shares of Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote. Class B Common Stock shall be eligible to vote on the election of the Board of Directors as set forth in the Bylaws of the Corporation.

Dividends. The holders of Class B Common Stock shall receive a dividend as declared by the Board of Directors in its sole and absolute discretion and as approved by the majority of the Corporation's shareholders that are eligible to vote, in equal per share proportion to Class A Common Stock and Class C Common Stock for each share of stock held by such holder.

Class C Common Stock.

Voting. The holders of the Class C Common Stock are not entitled to vote their shares of Common Stock in any meetings of stockholders (or written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Class C Common Stock, as such, shall be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of Class C Common Stock if the holders of such affected class are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Articles of Incorporation or pursuant to Florida Law. The number of authorized shares of Class C Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote. Class C Stock shall be ineligible to vote on the election of the Board of Directors.

Dividends. The holders of Class C Common Stock shall receive a dividend as declared by the Board of Directors in its sole and absolute discretion and as approved by the majority

of the Corporation's shareholders that are eligible to vote, in equal per share proportion to Class A Common Stock and Class B Common Stock for each share of stock held by such holder.

ARTICLE V
INITIAL OFFICERS AND DIRECTORS

Name:	Francisco Bermudez de Castro Acaso	President, Director and CEO
Address:	12550 Biscayne Blvd. #110 Miami, FL 33181	
Name:	Jesus Herraiz Marchante	Vice President, Director and CTO
Address:	12550 Biscayne Blvd. #110 Miami, FL 33181	
Name:	Nicolas Bermudez de Castro Salgar	Vice President, Director and COO
Address:	12550 Biscayne Blvd. #110 Miami, FL 33181	
Name:	Francisco Javier Clavijo Carazo	Secretary and Director
Address:	12550 Biscayne Blvd. #110 Miami, FL 33181	

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Antonio Regojo
12550 Biscayne Blvd. #110
Miami, FL 33181

ARTICLE VII
INCORPORATOR

The name and mailing address of the incorporator is:

Antonio Regojo
12550 Biscayne Blvd #110
Miami, FL 33181

ARTICLE VIII
LIABILITY OF OFFICERS AND DIRECTORS

To the fullest extent permitted by law, no officer or director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty

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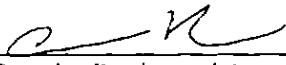
owed to the corporation or its shareholders, except that an officer or director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the officer or director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law.

ARTICLE IX
EFFECTIVE DATE

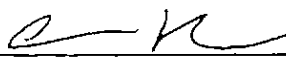
The Effective Date of this Corporation shall be September 28th, 2017.

Certification

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.

By: 
Antonio Regojo, Registered Agent
Date: 09/28/17

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.

By: 
Antonio Regojo, Incorporator
Date: 09/28/17