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FALL ARMS SEC. FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 3, 2017

CHARLESTON MALKEMUS  
239 SOUTH SWINTON AVENUE  
DELRAY BEACH, FL 33444

SUBJECT: ATLVS, INC.  
Ref. Number: W17000078336

We have received your document for ATLVS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 017A00019965

17 OCT 31 3:22  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** ATLVS, 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      ☐ \$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: Charleston Malkemus  
\_\_\_\_\_  
Name (Printed or typed)  
  
239 South Swinton Avenue  
\_\_\_\_\_  
Address  
  
Delray Beach, Florida 33444  
\_\_\_\_\_  
City, State & Zip  
  
267 974 6029  
\_\_\_\_\_  
Daytime Telephone number  
  
cgmalkemus@gmail.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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



**CERTIFICATE OF INCORPORATION  
OF  
ATLVS INC.**

17 OCT 31 11:3:22

FILED IN ASSOCIATION

**ARTICLE I**

The name of the Company is **ATLVS Inc.** (hereinafter, the "Company").

**ARTICLE II**

The address of the Company's registered office in the State of Florida is **214 Brazilian Avenue Suite 200, Palm Beach, Florida 33480**. The name of its registered agent at such address is **Thompson, PLLC**.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted by the Company is to engage in any lawful act or activity for which corporations may be organized under the Florida Corporation Law, as the same exists or as may hereafter be amended from time to time.

**ARTICLE IV**

The address of the Company's incorporator is **214 Brazilian Avenue Suite 200, Palm Beach, Florida 33480**. The name of its incorporator at such address is **Charleston Malkemus**.

**ARTICLE V**

**Authorized Shares.** This Company is authorized to issue 12,000,000 shares of Class A Common Stock, par value \$0.001 per share (the "**Class A Common Stock**"), 5,000,000 shares of Class F Common Stock, par value \$0.001 per share (the "**Class F Common Stock**"), and together with the Class A Common Stock, the "**Common Stock**") and 3,000,000 shares of Preferred Stock, par value \$0.001 per share. The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of Common Stock of the Company, voting together as a single class.

**ARTICLE VI**

**Section 1. Common Stock.** A statement of the designations of each class of Common Stock and the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

**(a) Voting Rights.**

(i) Except as otherwise provided herein or by applicable law, the holders of shares of Class A Common Stock and Class F Common Stock shall at all times vote together as one class on all matters (including the election of directors) submitted to a vote or for the consent of the stockholders of the Company.

(ii) Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company.

(iii) Each holder of shares of Class F Common Stock shall be entitled to ten (10) votes for each share of Class F Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company.

**(b) Dividends.** Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Company as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Company legally available therefore; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of

Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class F Common Stock shall receive Class F Common Stock or rights to acquire Class F Common Stock, as the case may be.

(c) Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any outstanding at any time, in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, the holders of Class A Common Stock and the holders of Class F Common Stock shall be entitled to share equally, on a per share basis, all assets of the Company of whatever kind available for distribution to the holders of Common Stock.

(d) Subdivision or Combinations. If the Company in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

(e) Equal Status. Except as expressly provided in this Article V, Class A Common Stock and Class F Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

(f) Conversion.

(i) As used in this Section 1(f), the following terms shall have the following meanings:

(1) "Founder" shall mean Charleston Malkemus, as a natural living person.

(2) "Class F Stockholder" shall mean (a) the Founder, (b) the registered holder of a share of Class F Common Stock at the Effective Time, (c) each natural person who Transferred shares of Class F Common Stock (or securities convertible into or exchangeable for shares of Class F Common Stock) prior to the Effective Time to a Permitted Entity that, as of the Effective Time, complies with the applicable exception for such Permitted Entity specified in Section 1(f)(iii)(2), and (d) the initial registered holder of any shares of Class F Common Stock that were originally issued by the Company after the Effective Time.

(3) "Permitted Entity" shall mean, with respect to any individual Class F Stockholder, any trust, account, plan, corporation, partnership, or limited liability company specified in Section 1(f)(iii)(2) established by or for such individual Class F Stockholder, so long as such entity meets the requirements of the exception set forth in Section 1(f)(iii)(2) applicable to such entity.

(4) "Transfer" of a share of Class F Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, a transfer of a share of Class F Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), or the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class F Common Stock by proxy or otherwise; provided, however, that the following shall not be considered a "Transfer" within the meaning of this Section 1(f)(i)(4):

a) the granting of a proxy to officers or directors of the Company at the request of the Board of Directors of the Company in connection with actions to be taken at an annual or special meeting of stockholders;

b) entering into a voting trust, agreement or arrangement (with or without granting a proxy) solely with stockholders who are Class F Stockholders, that (A) is disclosed either in a Schedule 13D filed with the Securities and Exchange Commission or in writing to the Secretary of the Company, (B) either has a term not exceeding one (1) year or is terminable by the Class F Stockholder at any time and (C) does not involve any payment of cash, securities, property or other consideration to the Class F Stockholder other than the mutual promise to vote shares in a designated manner; or

c) the pledge of shares of Class F Common Stock by a Class F Stockholder that creates a mere security interest in such shares pursuant to a bona fide loan or indebtedness transaction so long as the Class F Stockholder continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class F Common Stock or other similar action by the pledgee shall constitute a

"Transfer."

(5) "Voting Control" with respect to a share of Class F Common Stock shall mean the power (whether exclusive or shared) to vote or direct the voting of such share of Class F Common Stock by proxy, voting agreement or otherwise.

(ii) Each share of Class F Common Stock shall be convertible into one (1) fully paid and non-assessable share of Class A Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Company.

(iii) Each share of Class F Common Stock shall automatically, without any further action, convert into one (1) fully paid and non-assessable share of Class A Common Stock upon a Transfer of such share, other than a Transfer:

(1) by a Class F Stockholder who is a natural person to any of the following Permitted Entities, and from any of the following Permitted Entities back to such Class F Stockholder and/or any other Permitted Entity established by or for such Class F Stockholder:

a) a trust for the benefit of such Class F Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder and, provided, further, that in the event such Class F Stockholder is no longer the exclusive beneficiary of such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock;

b) a trust for the benefit of persons other than the Class F Stockholder so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder, and, provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock;

c) a trust under the terms of which such Class F Stockholder has retained a "qualified interest" within the meaning of §2702(b)(1) of the Code and/or a reversionary interest so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust; provided, however, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock;

d) an Individual Retirement Account, as defined in Section 408(a) of the Internal Revenue Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class F Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Internal Revenue Code; provided that in each case such Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held in such account, plan or trust, and provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such account, plan or trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock;

e) a corporation in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation; provided that in the event the Class F Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation, each share of Class F Common Stock then held by such corporation shall automatically convert into one (1) fully paid and non-assessable share of Class A Common

Stock:

f) a partnership in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership; provided that in the event the Class F Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership, each share of Class F Common Stock then held by such partnership shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock; or

g) a limited liability company in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company; provided that in the event the Class F Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company, each share of Class F Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock.

Notwithstanding the foregoing, if the shares of Class F Common Stock held by the Permitted Entity of a Class F Stockholder would constitute stock of a "controlled corporation" (as defined in Section 2036(b)(2) of the Code) upon the death of such Class F Stockholder, and the Transfer of shares Class F Common Stock by such Class F Stockholder to the Permitted Entity did not involve a bona fide sale for an adequate and full consideration in money or money's worth (as contemplated by Section 2036(a) of the Code), then such shares will not automatically convert to Class A Common Stock if the Class F Stockholder does not directly or indirectly retain Voting Control over such shares until such time as the shares of Class F Common Stock would no longer constitute stock of a "controlled corporation" pursuant to the Code upon the death of such Class F Stockholder (such time is referred to as the "Voting Shift"). If the Class F Stockholder does not, within ten (10) business days following the mailing of the Company's proxy statement for the first annual or special meeting of stockholders following the Voting Shift, directly or indirectly through one or more Permitted Entities assume sole dispositive power and exclusive Voting Control with respect to such shares of Class F Common Stock, each such share of Class F Common Stock shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock.

(3) by a Class F Stockholder that is a partnership, or a nominee for a partnership, which partnership beneficially held more than five percent (5%) of the total outstanding shares of Class F Common Stock as of the Effective Time, to any person or entity that, at the Effective Time, was a partner of such partnership pro rata in accordance with their ownership interests in the partnership and the terms of any applicable partnership or similar agreement binding the partnership at the Effective Time, and any further Transfer(s) by any such partner that is a partnership or limited liability company to any person or entity that was at such time a partner or member of such partnership or limited liability company pro rata in accordance with their ownership interests in the partnership or limited liability company and the terms of any applicable partnership or similar agreement binding the partnership or limited liability company at the Effective Time. All shares of Class F Common Stock held by affiliated entities shall be aggregated together for the purposes of determining the satisfaction of such five percent (5%) threshold.

(4) by a Class F Stockholder that is a limited liability company, or a nominee for a limited liability company, which limited liability company beneficially held more than five percent (5%) of the total outstanding shares of Class F Common Stock as of the Effective Time, to any person or entity that, at the Effective Time, was a member of such limited liability company pro rata in accordance with their ownership interests in the company and the terms of any applicable agreement binding the company and its members at the Effective Time, and any further Transfer(s) by any such member that is a partnership or limited liability company to any person or entity that was at such time a partner or member of such partnership or limited liability company pro rata in accordance with their ownership interests in the partnership or limited liability company and the terms of any applicable partnership or similar agreement binding the partnership or limited liability company. All shares of Class F Common Stock held by affiliated entities shall be aggregated together for the purposes of determining the satisfaction of such five percent (5%) threshold.

(iv) Each share of Class F Common Stock held of record by a Class F Stockholder who is a natural person, or by such Class F Stockholder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and non-assessable share of Class A Common Stock upon the death of such Class F Stockholder.

(v) The Company may, from time to time, establish such policies and procedures relating to the conversion of the Class F Common Stock to Class A Common Stock and the general administration of this dual class common stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable, and may request that holders of shares of Class F Common Stock furnish affidavits or other proof to the Company as it deems necessary to verify the ownership of Class F Common Stock and to confirm that a conversion to Class A Common Stock has not occurred. A determination by the Secretary of the Company that a Transfer results in a conversion to Class A Common Stock shall be conclusive.

(vi) In the event of a conversion of shares of Class F Common Stock to shares of Class A Common Stock pursuant to this Section 1, such conversion shall be deemed to have been made at the time that the Transfer of such shares occurred. Upon any conversion of Class F Common Stock to Class A Common Stock, all rights of the holder of shares of Class F Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class A Common Stock are to be issued shall be treated for all purposes as having become the record holder or holders of such shares of Class A Common Stock. Shares of Class F Common Stock that are converted into shares of Class A Common Stock as provided in this Section 1 shall be retired and may not be reissued.

(g) Reservation of Stock. The Company shall at all times reserve and keep available out of its authorized but un-issued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class F Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class F Common Stock into shares of Class A Common Stock.

(h) Amendment and Changes. As long as any shares of Class F Common Stock shall be issued and outstanding, the Company shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than fifty percent (50%) of the outstanding shares of Class F Common Stock:

(i) Amend, alter or repeal any provision of the Certificate of Incorporation or bylaws of the Company (including pursuant to a merger) if such action would adversely alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Class F Common Stock;

(ii) Increase or decrease the authorized number of shares of Class F Common Stock;

(iii) Authorize or create (by reclassification, merger or otherwise) or issue or obligate itself to issue any new class or series of equity security (including any security convertible into or exercisable for any equity security) having rights, preferences or privileges with respect to dividends or payments upon liquidation senior to or on a parity with the Class F Common Stock or having voting rights more favorable than those granted to the Class F Common Stock generally;

(iv) Enter into a Liquidation Event (as defined below);

(v) Increase the size of the Board of Directors;

(vi) Declare or pay any dividend or other distribution to the stockholders of the Company; or

(vii) Amend this Section 1(h)

For purposes hereof, a "**Liquidation Event**" shall mean any of the following: (A) the acquisition of the Company by another entity by means of any transaction or series of related transactions to which the Company is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of related transactions in which the holders of the voting securities of the Company outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, as a result of shares in the Company held by such holders prior to such transaction or series of related transactions, at least a majority of



the total voting power represented by the outstanding voting securities of the Company or such other surviving or resulting entity (or if the Company or such other surviving or resulting entity is a wholly-owned subsidiary immediately following such acquisition, its parent); (B) a sale, lease or other disposition of all or substantially all of the assets of the Company and its subsidiaries taken as a whole by means of any transaction or series of related transactions, except where such sale, lease or other disposition is to a wholly-owned subsidiary of the Company; or (C) any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

**Section 2. Change in Control Transaction.** The Company shall not consummate a Change in Control Transaction without first obtaining the affirmative vote, at a duly called annual or special meeting of the stockholders of the Company, of the holders of the greater of: (A) a majority of the voting power of the issued and outstanding shares of capital stock of the Company then entitled to vote thereon, voting together as a single class, and (B) sixty percent (60%) of the voting power of the shares of capital stock present in person or represented by proxy at the stockholder meeting called to consider the Change in Control Transaction and entitled to vote thereon, voting together as a single class. For the purposes of this section, a "Change in Control Transaction" means the occurrence of any of the following events:

(a) the sale, encumbrance or disposition (other than non-exclusive licenses in the ordinary course of business and the grant of security interests in the ordinary course of business) by the Company of all or substantially all of the Company's assets;

(b) the merger or consolidation of the Company with or into any other corporation or entity, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation; or

(c) the issuance by the Company, in a transaction or series of related transactions, of voting securities representing more than two percent (2%) of the total voting power of the Company before such issuance, to any person or persons acting as a group as contemplated in Rule 13d-5(b) under the Securities Exchange Act of 1934 (or any successor provision) such that, following such transaction or related transactions, such person or group of persons would hold more than fifty percent (50%) of the total voting power of the Company, after giving effect to such issuance.

**Section 3. Preferred Stock.** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, power, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. Except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock).

#### ARTICLE VII

So long as any shares of Class F Common Stock remain outstanding, the holders of Class F Common Stock, voting as a separate class, shall be entitled to elect one (1) director (the "**Class F Director**") at each meeting or pursuant to each action by written consent of the Company's stockholders for the election of directors. Any additional members of the Company's Board of Directors shall be elected by the holders of Class F Common Stock and the holders of Class A Common Stock, voting together as a single class (the "**Mutual Directors**"). The Class F Director shall have two (2) votes as a director at each meeting or each action by written consent of the Company's Board of Directors. The Mutual Directors shall each have one (1) vote as a director at each meeting or each action by written consent of the Company's Board of Directors.

#### ARTICLE VIII

The Company is to have perpetual existence.

#### ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Company is

expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE X

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XI

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE XII

To the fullest extent permitted by the Florida Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Florida Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Board authorized the Proceeding.

The Company shall have the power to indemnify, to the extent permitted by the Florida Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIII

Except as provided in Article XII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation.

29 July 2017  
Date



Charleston Malkemus  
Incorporator

17 OCT 31 2017 3:06  
FILED  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF FLORIDA

---

**THOMPSON PLLC**  
NEW YORK \* FLORIDA \* WASHINGTON, D.C.

---

October 30, 2017

FLORIDA DEPARTMENT OF STATE  
Attn: Nadira McClees-Sams  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FL 32314

**SUBJECT: ATLVS, INC**  
Ref. Number: W17000078336

Dear Nadira:

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
ALTVS, Inc.

Sincerely,

*Talle Malkemus*

---

Talle Malkemus, Esq.

Enclosures

# **Fax** *sent via hellofax.com*

**From**

Talle Malkemus

**To**

Nadira McClees-Sams

***Number of pages***

2

***Message***

Hi Nadira,

I apologize for the delay. This is in response to  
Ref Number: W17000078336. Thank you so much for the  
assistance. I can be reached at 949 292 9953 or  
tdmalkemus@gmail.com.

Sincerely,  
Talle Malkemus