

P17000043668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

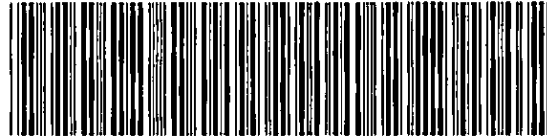
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

M. MOON

NOV 27 2017



700304918267

11/27/17--01005--006 \*\*78.75

RECEIVED  
17 NOV 27 PM 1:00

STATE  
17 NOV 27 PM 1:00

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Everglades Capital USA, Inc

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

17 NOV 27 PM 1:00

ST. JEFF

Signature \_\_\_\_\_

Requested by: BA

11/27/17

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
EVERGLADES CAPITAL USA, INC.

The undersigned, as incorporator (the "Incorporator") for purposes of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following articles of incorporation the ("Articles of Incorporation"):

ARTICLE I  
NAME

The name of the corporation is Everglades Capital USA, Inc. (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

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

43 Rossmore Road  
Toronto, Ontario, M6G 2M6

ARTICLE III  
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is Twenty Million (20,000,000) shares, of which Ten Million (10,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Common Shares" and of which Ten Million (10,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Preferred Shares."

A. Common Shares. Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

B. Preferred Shares.

1. Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

2. Each series of Preferred Shares, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, may:

- (a) have such number of shares;
- (b) have such voting powers, full or limited, or may be without voting power;
- (c) be redeemable or convertible at such time or times and at such prices;
- (d) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative,

at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;

(e) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation;

(f) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;

(g) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; and

(h) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and

(i) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions

as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares.

3. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

4. Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

#### ARTICLE IV REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

Adam Cohen, Esq.  
c/o Becker & Poliakoff  
1 East Broward Boulevard, Suite 1800  
Fort Lauderdale, Florida 33301

17 NOV 27 PM 1:02  
FILED  
CLERK OF DISTRICT COURT  
N. DIST. FLA.

ARTICLE V  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Adam Cohen, Esq.  
c/o Becker & Poliakoff  
1 East Broward Boulevard, Suite 1800  
Fort Lauderdale, Florida 33301

ARTICLE VI  
CORPORATE AUTHORITY

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

ARTICLE VII  
DIRECTORS

The Corporation shall have one (1) director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one (1) director.

ARTICLE VIII  
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX  
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

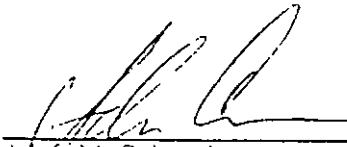
ARTICLE X  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be covered by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of November, 2017.

  
\_\_\_\_\_  
Adam M. Cohen, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Everglades Capital USA, Inc. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

Date: November 27, 2017

  
\_\_\_\_\_  
Adam M. Cohen, Esq.

17 NOV 27 PM 1:03  
STREET