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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ELITE CAG HOLDING COMPANY, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ELITE CAG HOLDING COMPANY, INC.**

The undersigned, acting as incorporator of a corporation being formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following articles of incorporation:

**ARTICLE I  
Name**

The name of the corporation is Elite CAG Holding Company, Inc. (the "Corporation").

**ARTICLE II  
Initial Principal Office and Mailing Address**

The Corporation's principal place of business and mailing address are:

2963 Gulf to Bay Blvd., Suite 320  
Clearwater, Florida 33759

**ARTICLE III  
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States and State of Florida.

**ARTICLE IV  
Capital Stock**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of \$.01 per share, each of which shall have the same rights and privileges. The common stock may be issued in fractions of a share. Each of the common shares shall entitle the holder thereof to the number of votes equal to the number of shares of common stock outstanding held by such holder at each meeting of the shareholders of the Corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Each of the common shares shall entitle the holder thereof to receive a pro rata share of such dividends and other distributions in cash, stock or property of the Corporation as may be declared from time to time by the Board of Directors of the Corporation out of the assets or funds of the Corporation legally available therefore. Each of the common shares shall entitle the holder thereof to receive a pro rata share of any distribution upon the liquidation, dissolution or winding up of the Corporation.

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**ARTICLE V**  
**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 625 Court Street, Suite 200, Clearwater, Florida 33757, and the name of the Corporation's initial registered agent at that address is J. MATTHEW MARQUARDT, ESQ.

**ARTICLE VI**  
**Initial Board of Directors**

The names and addresses of the initial board of directors are:

**CAROLINE DUCAS**  
2963 Gulf to Bay Blvd., Suite 320  
Clearwater, Florida 33759

**VINCENT TYRA**  
2963 Gulf to Bay Blvd., Suite 320  
Clearwater, Florida 33759

**STEVEN AXEL**  
2963 Gulf to Bay Blvd., Suite 320  
Clearwater, Florida 33759

**STEPHEN DIVERIO**  
2963 Gulf to Bay Blvd., Suite 320  
Clearwater, Florida 33759

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator are:

**J. MATTHEW MARQUARDT, ESQ.**  
625 Court Street, Suite 200  
Clearwater, Florida 33757

**ARTICLE VIII**  
**Indemnification**

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was

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serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director or officer derived an improper benefit;

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his duties as a director; and

(2) The director's breach of, or failure to perform, those duties constitutes:

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(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### ARTICLE IX

##### Bylaws

The Board of Directors of the Corporation are expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the shareholders of the Corporation; provided, however, that any Bylaw adopted or amended by the Board of Directors of the Corporation, and any powers thereby conferred, may be amended, altered or repealed by the shareholders of the Corporation.

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 Section 817.155, Florida Statutes.

Dated this 28<sup>th</sup> day of December, 2017.

  
J. MATTHEW MARQUARDT, ESQ.  
Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 28<sup>th</sup> day of December, 2017.

  
\_\_\_\_\_  
MATTHEW MARQUARDT, ESQ.  
Registered Agent

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