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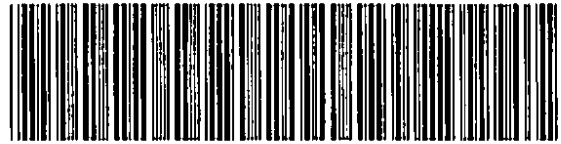
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18 JAN 11 PM 3:22

FILED

COVER LETTER

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

SUBJECT: SYNCHRONY 3, 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: Frank N. Lago, Esq

Name (Printed or typed)

100 S Ashley Dr, Ste. 620

Address

Tampa, FL 33602

City, State & Zip

813-999-0199

Daytime Telephone number

admin@walklawfirm.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
SYNCHRONY 3, INC.**

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18 JAN 11 PM 3:22

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be SYNCHRONY 3, INC. (the "**Corporation**").

ARTICLE II: INITIAL PRINCIPAL OFFICE

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

4801 Osprey Drive South Unit 109, Saint Petersburg, FL 33711.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 10,000,000 divided into classes and series as follows:

A. Authorized Capital. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Ten Million (10,000,000). The total number of shares of common stock ("Common Stock") that the Corporation is authorized to issue is Eight Million (8,000,000), with a par value of \$0.01 per share. Common Stock shall be divided into two classes of Common Stock, Class A and Class B. The total number of Class A Common Stock that the Corporation is authorized to issue is Seven Million (7,000,000), with a par value of \$0.01 per share. The total amount of Class B Common Stock that the Corporation is authorized to issue is One Million (1,000,000), with a par value of \$0.01 per share. The total number of shares of preferred stock that the Corporation is authorized to issue is Two Million (2,000,000), all of which shall be blank-check preferred stock per Article IV (D).

B. Class A Common Stock Rights and Restrictions. The rights, privileges, and restrictions granted to and imposed on Class A Common Stock, are as set forth below in this Article IV (B).

1. Dividend Rights. The holders of Class A Common Stock shall be entitled to receive, when, as and if declared by the board of directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the board of directors.

2. Voting Rights. The holder of each share of Class A Common Stock, shall have the right to one (1) vote, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution, winding up, or change of control of the Corporation (collectively a "Liquidation"), the holders of Class A Common Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Class B Common Stock by reason of their ownership thereof, an amount in cash, which shall be the aggregate liquidation value of all Common Stock held by such holder, plus all unpaid accrued and accumulated dividends on all such Shares (whether or not declared).

4. Redemption. The Class A Common Stock is not redeemable; provided, however, that the Corporation's repurchase of shares of its capital stock pursuant to agreements approved by the board of directors shall not be deemed "redemptions" and shall be allowed.

C. Class B Common Stock Rights and Restrictions. The rights, privileges, and restrictions granted to and imposed on Class B Common Stock, are as set forth below in this Article IV (C).

1. Dividend Rights. The holders of Class B Common Stock shall be entitled to receive, when, as and if declared by the board of directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the board of directors.

2. Voting Rights. The holder of each share of Class B Common Stock, shall not be entitled to vote upon any matters submitted to the Stockholders of the Company.

3. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided by applicable law; subject to the Class A Common Stock liquidation preference.

4. Redemption. The Common Stock is not redeemable; provided, however, that the Corporation's repurchase of shares of its capital stock pursuant to agreements approved by the board of directors shall not be deemed "redemptions" and shall be allowed.

D. Blank-Check Preferred Stock. The board of directors is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from

those of any and all other series at any time outstanding.

ARTICLE VII: INITIAL DIRECTORS

The initial board of directors of the Corporation shall consist of Two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the initial board of directors are:

MAURICE O. HAMILTON, 4801 Osprey Drive South Unit 109, Saint Petersburg, FL 33711
KELLI J. HAMILTON, 4801 Osprey Drive South Unit 109, Saint Petersburg, FL 33711

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 S. Ashley Drive, Ste 620, Tampa, FL, 33602. The name of the initial registered agent of the Corporation at that office is Walk Law Firm, P.A.

ARTICLE IX: INCORPORATOR

The name and street address of the Corporation's incorporator is:

MAURICE O. HAMILTON, 4801 Osprey Drive South Unit 109, Saint Petersburg, FL 33711

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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18 JAN 11 PM 3:33
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

WALK LAW FIRM, P.A., Registered Agent

By: Frank N. Lago
Name: Frank N. Lago, Attorney

01/04/2018
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Maurice O Hamilton Sr
MAURICE O. HAMILTON, SR/
Incorporator

1/4/18
Date

FILED
18 JAN 11 PM 3:38
SECTION OF STATE
TALLAHASSEE, FLORIDA