

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
WTB Holdings 1, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
WTB HOLDINGS 1, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I.
NAME**

Section 1.1 Name. The name of the corporation is WTB Holdings 1, Inc.

**ARTICLE II.
DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III.
PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

Section 4.1 Authorized Capital. The corporation is authorized to issue two hundred thousand (200,000) shares of common stock. Two thousand (2,000) shares shall be designated as Class A Voting Common shares, with no par value, and one hundred ninety-eight thousand (198,000) shares shall be designated as Class B Nonvoting Common shares, with no par value. The corporation shall be authorized to issue fractional shares of any class of the corporation's common stock. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

A. Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

B. Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights.

and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

Section 4.2 Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive, ratably based on their ownership of such common stock, distributions of the remaining assets of the corporation (or the proceeds from the liquidation thereof).

Section 4.3 Cumulative Voting. Cumulative voting shall not be permitted.

Section 4.4 Restrictions on Transfer of Stock. The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.5 Approval of Shareholders Required for Merger or Acquisition. Any plan of merger, or consolidation, or acquisition of the corporation shall require the approval of the shareholders voting a majority of the Class A Voting Common shares in every case, whether or not such approval is required by law.

ARTICLE V. DIRECTORS

Section 5.1 Number. This corporation shall have at least one Director. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

Section 5.2 Initial Directors. The names and the street addresses of the first board of directors of the corporation is:

NAME

STREET ADDRESS

Richard Wise

2111 Ellicott Drive
Tallahassee, Florida 32308

John Thomas

1428 Manor House Drive
Tallahassee, Florida 32312

Section 5.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its member for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 5.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI.
REGISTERED AGENT

Section 6.1 Registered Agent. The name and Florida street address of the registered agent is:

CT Corporation System
1200 South Pine Island Road
Broward County
Plantation, Florida 33324

ARTICLE VII.
BYLAWS

Section 7.1 Bylaws. The Board of Directors shall adopt the initial Bylaws of this corporation. After initial adoption, bylaws may be adopted, altered, amended, or repealed from time to time by the shareholders.

ARTICLE VIII.
INCORPORATOR

Section 8.1 Name and Address. The name and address of the incorporator of this corporation is:

Henry Cleland
King & Spalding LLP
1180 Peachtree Street, N.E.
Atlanta, Georgia 30309

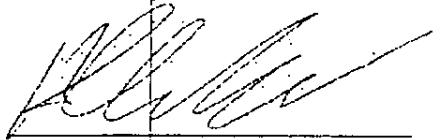
ARTICLE IX.
AMENDMENT

Section 9.1 Amendment. The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation.

ARTICLE X.
PRINCIPAL OFFICE AND MAILING ADDRESS

Section 10.1 Principal Office. The principal office address and mailing address of the corporation shall be 501 North Duval Street, Tallahassee, Florida 32301.

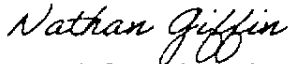
IN WITNESS WHEREOF, the incorporator has executed these Articles the 23rd day of January, 2018.



Henry Cleland, Sole Incorporator

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.

C T CORPORATION SYSTEM



By: Nathan Giffin, Assistant Secretary

Required Signature/Registered Agent

01/23/2018

Date

FILED
Jan 23, 2018 08:00 AM
Secretary of State

850-617-6381

1/25/2018 10:13:35 AM PAGE 1/001 Fax Server



January 25, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: WTB HOLDINGS 1, INC.
REF: W18000007721

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the entity.

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Regulatory Specialist II
New Filing Section

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