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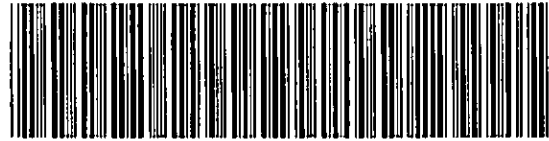
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CLERK OF COURT  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** VAXION CORPORATION

(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: Brian J. Holmes  
Name (Printed or typed)  
  
1053 Chesterfield Circle  
Address  
  
Winter Springs, FL 32708  
City, State & Zip  
  
(407) 252-3008  
Daytime Telephone number  
  
simulationexcellence@gmail.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

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### ARTICLE I NAME

The name of the corporation shall be: VAXION Corporation

### ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

1053 Chesterfield Circle

Winter Springs, FL 32708

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in any lawful acts or activities for which a corporation may

be organized under Chapter 607 of Florida Statutes, as the same may be amended from time to time. See enclosed

Articles of Incorporation for further details.

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### ARTICLE IV SHARES

The number of shares of stock is: 30,000,000 (Total Common & Preferred)

### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Brian J. Holmes (Chairman/CEO)

Name and Title: Nicholas J. Michas (President/Director)

Address 1053 Chesterfield Circle

Address: 8644 Shady Glen Drive

Winter Springs, FL 32708

Orlando, FL 32819

Name and Title: Rebecca T. Burnett (CFO/Treasurer)

Name and Title: \_\_\_\_\_

Address 8835 Larwin Lane

Address: \_\_\_\_\_

Orlando, FL 32817

Name and Title: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
Address \_\_\_\_\_ Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Brian J. Holmes  
Address: 1053 Chesterfield Circle  
Winter Springs, FL 32708

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**ARTICLE VII INCORPORATOR**

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

Name: Brian J. Holmes  
Address: 1053 Chesterfield Circle  
Winter Springs, FL 32708

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: January 18, 2018. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

\_\_\_\_\_  
Required Signature/Registered Agent  
January 26, 2018  
Date

*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 s.817.155, F.S.*

\_\_\_\_\_  
Required Signature/Incorporator  
January 26, 2018  
Date

**ARTICLES OF INCORPORATION for  
VAXION CORPORATION**

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation is **VAXION Corporation.**

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1053 Chesterfield Circle, Winter Springs, FL 32708

**ARTICLE III - PURPOSE**

The general purpose for which the Corporation is organized shall be to engage in any lawful acts or activities for which a corporation may be organized under Chapter 607 of Florida Statutes, as the same may be amended from time to time.

**ARTICLE IV - CAPITAL STOCK**

1. **Authorized Capital Stock.**

- (A) The maximum aggregate number of shares of common stock, par value of \$0.00001 per share (the "Common Stock"), that this Corporation shall have authority to issue is ten million (10,000,000) shares.
- (B) The maximum aggregate number of shares of preferred stock, par value \$.00001 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is twenty million (20,000,000) shares.
- (C) No fractional shares shall be issued.
- (D) All shareholder of any stock of the Corporation shall have preemptive rights. Each share of the Corporation entitles the holder to a preemptive right, for a period of 30 days, to subscribe for, purchase or otherwise acquire securities of the Corporation. This right applies to any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation that the Corporation proposes to issue, or any rights or options that the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or for the purchase of any shares, bonds securities, or obligations of the corporation that are convertible into or exchangeable for, or that carry any rights to subscribe for, purchase or otherwise acquire share of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status and

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# ARTICLES OF INCORPORATION for

## VAXION CORPORATION

whether the proposed issue, reissue transfer or grant is for cash, property or any other lawful consideration. After the expiration of 30 days, any and all of the shares, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred or granted by the board of directors, as the case may be, to any persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine.

2. Rights and Preferences of Preferred Stock. The powers, designations, preferences and relative, participating, optional or other special rights of the Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such preferences and rights, are as follows:

- (A) Dividends. The holders of shares of Preferred Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding), or otherwise. No dividend or distribution shall be declared without the majority consent of the Board of Directors of the Corporation. Dividends declared on the Preferred Stock may differ from and may exceed dividends declared on the Common Stock; (please refer to Corporate By-Laws), provided that no dividend or distribution shall be paid on any Common Stock at a rate that is greater than the rate at which dividends or distributions are paid on the Preferred Stock.
- (B) Voting. Except as otherwise required by law or as set forth herein, the Preferred Stock shall be non-voting.
- (C) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), each holder of Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock, pari passu with any payment or declaration made in respect of the Common Stock upon Liquidation. If, upon the occurrence of such an event, the assets and funds of the Corporation thus distributed to the holders of the Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed pro rata among the holders of the Common Stock and Preferred Stock. A Liquidation shall be deemed to have occurred if, and only if: (i) the Corporation shall reorganize its capital, reclassify its capital stock, consolidate or merge with or into another entity (where the Corporation is not the survivor or where there is a change in or distribution with respect to the Common Stock), sell, convey, transfer or otherwise dispose of all or substantially all of its capital stock, property, assets or business to another entity, or effectuate a transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of and, (ii) in each such case, a non-interested quorum of the Board of Directors of the Corporation declares by majority determination that any such event shall be treated as a