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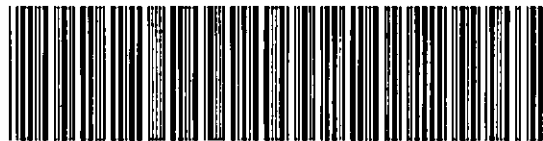
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TALLAHASSEE, FLORIDA



D O'KEEFE

MAR 07 2018

**ARTICLES OF INCORPORATION**  
**OF**  
**BAYSHORE MILK INC.**

The undersigned hereby certifies that it has formed a for-profit corporation under the laws of the State of Florida.

**ARTICLE I**  
**Name**

The name of the corporation shall be BAYSHORE MILK INC.

**ARTICLE II**  
**Principal Office Addresses and Place of Business**

The principal office and place of business address of the corporation is: 423 S. Hyde Park, Ave, Tampa, Florida 33606.

**ARTICLE III**  
**Mailing Addresses**

The mailing address for the corporation is: 8615 Tidal Bay Lane, Tampa, Florida 33635

**ARTICLE IV**  
**Period of Duration**

The corporation shall continue existence as of the date originally filed, and shall continue into perpetuity, or until dissolved in a manner provided by law or by the By Laws or any amended and restated By Laws by the Board of Directors of the corporation.

**ARTICLE V**  
**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be formed under the laws of the State of Florida or elsewhere as authorized.

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**ARTICLE VI**  
**General Powers**

The corporation may engage in the transaction of any or all lawful business for which corporations may be formed under the laws of the State of Florida or elsewhere as authorized, and shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including but not limited to the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation or other entity the majority of the outstanding ownership of which is owned, directly or indirectly, by the Company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the Company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Company.
- (f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- (g) Conduct its business, locate offices, and exercise the powers granted by the Florida Act, within or without the State of Florida, subject to the requirements of local law.
- (h) Designate, appoint or elect officers, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.
- (i) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- (j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former shareholders, directors, officers, agents, and employees.
- (k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.
- (l) Make payments or donations or perform any other act not inconsistent with law that furthers the business of the Company.

**ARTICLE VII**

### **Registered Office and Registered Agent**

The street address of the corporation's registered office is 423 S. Hyde Park, Ave. Tampa, Florida 33606, and the registered agent at such address is Adam Brown. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the corporation's By Laws and in accordance with 607.0501 of the Florida Statutes. Adam Brown is specifically authorized to sign and file any such Affidavits as may be required under the Florida Statutes.

### **ARTICLE VIII** **Officers**

The president of the corporation shall be Adam Brown. The By Laws of the corporation allows for more officer positions to be appointed in the future in accordance with the By Laws. Officer(s) shall have the powers granted to them in the By Laws. The president of the corporation is Adam Brown, whose mailing address is 8615 Tidal Bay Lane, Tampa, Florida 33635.

### **ARTICLE IX** **Directors**

The Board of Directors of the corporation shall be the following:

Adam Brown

Steven Fantetti

Garth R. Pound

Adam Brown shall be Chairman of the Board of Directors.

The By Laws of the corporation allows for more director positions to be appointed in the future in accordance with the By Laws.

### **ARTICLE X** **Shares**

The number of shares of stock of the corporation is:

Common Stock: 10,000,000 shares.

Preferred Stock: 5,000,000 shares.

**ARTICLE XI**  
**Shareholders**

The three (3) shareholders of the corporation are:

- 1) MEK Brown Ventures LLC  
8615 Tidal Bay Lane  
Tampa, FL 33635

MEK Brown Ventures LLC owns (i) 9,650,000 shares of Common Stock; (ii) 5,000,000 shares of Preferred Stock.

MEK Brown Ventures LLC: Total Ownership % is: 96.5%.

- 2) Steven Fantetti  
11249 Blacksmith Drive  
Tampa, Florida 33626

Steven Fantetti owns 250,000 shares of Common Stock.

Steven Fantetti: Total Ownership % is: 2.5%.

- 3) Garth R. Pound  
5438 E. Karen Dr.  
Scottsdale, Arizona 85254

Garth R. Pound owns 100,000 shares of Common Stock.

Garth R. Pound: Total Ownership % is: 1.0%.

**ARTICLE XII**  
**Continuity of Business**

Upon the death, incapacity, disability, retirement, resignation, expulsion, bankruptcy or dissolution of a shareholder, or upon the occurrence of any other event which terminates the continued ownership of a shareholder in the corporation shall not cease and the corporation shall not be dissolved unless the business of the corporation is terminated by the consent or agreement of the unanimous vote of the remaining Shareholders and Board of Directors. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Majority Shareholder, the last plan of continuity put forward by the Chairman of the Board to replace the majority shareholder shall be immediately implemented by the Board of Directors. Furthermore, all contracts

authorized by the corporation and executed by such Board of Directors in his or its representative capacity shall survive and shall inure to the benefit of the corporation.

**ARTICLE XIII**  
**Restrictions on Ownership**

No new shareholders shall be admitted to the corporation except as provided in the by laws. Contributions required of new shareholders shall be determined as of the date of their admission to the corporation. A shareholder's ownership in the corporation may not be sold or otherwise transferred except in compliance with the By Laws of the corporation. Additional restrictions and conditions on ownership may be set forth in the By Laws of the corporation. Additional restrictions and conditions on ownership may be set forth in the By Laws adopted by the shareholders.

**ARTICLE XIV**  
**By Laws**

The Member(s) of the corporation shall adopt By Laws pertaining to the regulation, management, and affairs of the corporation, provided that such By Laws shall not be inconsistent with these Articles of Incorporation or with the laws of the State of Florida. The By Laws may be modified in the manner set forth and specified in the By laws except as otherwise limited by the laws of the State of Florida.

**ARTICLE XV**  
**Shareholder Agreement**

In accordance with 607.0732 of the Florida Statutes and by agreement of the Shareholders, the Shareholders adopted a Shareholder Agreement effective among the Shareholders and the corporation.

**ARTICLE XVI**  
**Drag-Along Rights**

No Shareholder or group of Shareholders (collectively, the "Transfer Group") shall transfer any Shares, directly or indirectly, in a single transaction or series of related transactions, to any person (the "Offeror"), if as a result of such transfer(s) more than 50% of the outstanding Common Stock would be owned by the Offeror, unless such Offeror gives the parties to this Agreement who are not included in the Transfer Group (the "Minority Shareholders") the option to sell to the Offeror, at the same price and on the same terms and conditions as offered to the Transfer Group, all or any portion of the Shares held by the Minority Shareholders. At the option of the Transfer Group, all Shareholders, regardless of class of Shares, who have not tendered their Shares pursuant to the prior paragraph shall be required to transfer their Shares to the Offeror at the same price and on the same terms and conditions as offered to the Transfer Group.

## **ARTICLE VXII**

### **Anti-Dilution Protection**

As an exception to any provision to the contrary in any corporation document and for the avoidance of doubt, if the Corporation shall at any time or from time to time, issue, sell or otherwise dispose of any additional shares of Common Stock (including shares owned or held by or for the account of the Company), Steven Fantetti and Garth R. Pound shall not be diluted under any circumstances. Only MEK Brown Ventures LLC shall have the right to purchase Shares of Fantetti and Pound in accordance with the Brown Right of First Refusal stated in the By Laws. Furthermore, MEK shall never be diluted below fifty-five percent (55%) of the total Common Stock of the Corporation. All Preferred Stock Shareholders shall be diluted pro rata along with all other holders of Preferred Stock in accordance with their ownership once the Corporation has raised Ten Million Dollars (\$10,000,000) through the sale of its Capital Stock, regardless of class. Only the Chairman of the Board of Directors shall have the right to unilaterally make all decisions regarding dilution of any Shareholder of any class of Shares.

**ARTICLE VXIII**

**Conflict**

These Articles of Incorporation shall prevail over any conflict between it and the provisions of the By Laws and/or the Shareholder Agreement.

**ARTICLE XIX**


**Incorporator**

The undersigned, being the authorized incorporator of the corporation, hereby certifies that the foregoing constitutes the Articles of Incorporation of Bayshore Milk Inc. These Articles of Incorporation may be amended from time to time by the Board of Directors in accordance with the By Laws of Bayshore Milk Inc. or hereafter prescribed by the laws of the State of Florida.

Prepared by: Steven Fantetti, Esq.  
1327 E. 7<sup>th</sup> Ave., Suite 2  
Tampa, FL 33626  
(813) 743-7600  
Florida Bar No.: 0102606

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18 MAR -1 AM 10:26  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, Steven Fantetti, Esq., as the authorized representative of the corporation, has executed these Articles of incorporation on this 26<sup>th</sup> day of February, 2018.



STEVEN FANTETTI, ESQ.

Authorized Representative of Bayshore Milk Inc.



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is:

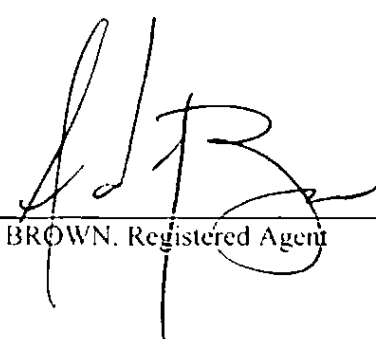
BAYSHORE MILK INC.

2. The name and address of the registered agent and office is:

Adam Brown  
8615 Tidal Bay Lane  
Tampa, Florida 33635.

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

Dated this 14<sup>th</sup> day FEBRUARY of 2018.

  
\_\_\_\_\_  
ADAM BROWN, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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