

# P18000027986

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FLORIDA PROFIT/NON PROFIT CORPORATION  
BioCann Sciences Corp.

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**ARTICLES OF INCORPORATION  
OF**

**BioCann Sciences Corp.**

**Article I - Name**

The name of this corporation is BioCann Sciences Corp. (the "Company").

**Article II - Principal Address**

The principal address of the Company is:

2200 Corporate Boulevard, St. 110

Boca Raton, Florida 33431

**Article III - Commencement**

The Company shall commence on the date of execution and acknowledgement of these Articles.

**Article IV - Duration**

The Company shall exist perpetually, unless sooner dissolved according to law.

**Article V - Purpose**

The Company is organized for the purpose of transacting any or all lawful business.

**Article VI - Capital Stock**

The maximum number of shares of capital stock which the Company is authorized to issue is 10,000,000 shares of common stock, no par value.

**Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of the Company is 3001 PGA Boulevard, Suite, 305, Palm Beach Gardens 33410, and the name of the initial registered agent at that address is Michael D. Harris.

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**Article VIII - Initial Board of Directors**

The Company shall have a Board of Directors (the "Board") consisting of between one and five directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

**Article IX - Incorporator**

The name and address of the person signing these articles is:

Michael D. Harris

3001 PGA Boulevard, Suite 305

Palm Beach Gardens, Florida 33410

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**Article X - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.


**Article XI - Indemnification**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

**Article XII - Amendment**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of March, 2018.

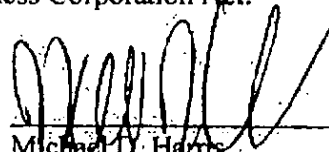
  
\_\_\_\_\_  
Michael D. Harris, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of BioCann Sciences Corp. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: March 26, 2018

  
\_\_\_\_\_  
Michael D. Harris  
Registered Agent