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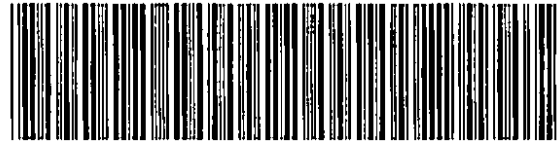
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W18-23253



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 9, 2018

MICHAEL L. BROWN  
500 NE SPANISH RIVER BLVD., STE. 101  
BOCA RATON, FL 33431

SUBJECT: GUARDIAN ANGEL CORPORATION  
Ref. Number: W18000023255

We have received your document for GUARDIAN ANGEL CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is N12000009804.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE  
Regulatory Specialist II

Letter Number: 918A00004835

**COVER LETTER**

Department of State  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee FL 32301

**SUBJECT: Guardian Angel Protection Corporation  
Document Number W18000023255  
Letter Number 918A00004835**

Enclosed are an original and one (1) copy of the corrected articles of incorporation, and a copy of Letter Number 918A00004835.

From:

Michael L. Brown  
4th Prime Corporation  
500 NE Spanish River Blvd. Ste 101  
Boca Raton FL 33431  
(561) 279-6520  
mbrown@4thprime.com

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**ARTICLES OF INCORPORATION**  
**of**  
**GUARDIAN ANGEL PROTECTION CORPORATION**

The undersigned incorporators, in compliance with Chapter 607, Florida Statutes, for the purpose of forming a Florida profit corporation, hereby adopt the following articles of incorporation:

***ARTICLE I – NAME***

The name of this corporation shall be Guardian Angel Protection Corporation (the "Corporation").

***ARTICLE II – PURPOSE***

The purpose of this Corporation is to design and manufacture safety and security products for individuals and groups, and to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (Chapter 607, Florida Statutes) as the same exists or may hereafter be amended (the "Act").

***ARTICLE III – PRINCIPAL OFFICE***

The principal place of business and mailing address of the Corporation's registered office in the State of Florida is 500 NE Spanish River Boulevard, Suite 101, Boca Raton, FL 33431.

***ARTICLE IV – REGISTERED AGENT***

The name and address of the Registered Agent is 4th Prime Corporation, 500 NE Spanish River Blvd, Suite 101, Boca Raton FL 33431.

***ARTICLE V – INITIAL OFFICERS AND DIRECTORS***

The initial officers and directors of the Corporation are:

Benjamin R. Joella  
President and CEO, and Director  
500 NE Spanish River Boulevard, Suite 101  
Boca Raton, FL 33431

Michael L. Brown  
Chairman of the Board, Executive Vice President, CFO and Secretary  
500 NE Spanish River Boulevard, Suite 101  
Boca Raton, FL 33431

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***ARTICLE VI – SHARES***

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is ten million (10,000,000), of which nine million (9,000,000) shares shall be Common Stock, no par value ("Common Stock"), and one million (1,000,000) shares shall be Preferred Stock, no par value ("Blank Check Preferred Stock").

Of the nine million (9,000,000) authorized shares of Common Stock, the Corporation is authorized to issue the following classes of stock:

- (a) Class A Common Stock (Voting) (the "Class A Common Stock"). The total number of shares of Class A Common Stock which the Corporation shall have authority to issue is four million (4,000,000) shares, no par value. Each share of Class A Common Stock shall entitle the holder thereof to three (3) votes on each matter properly submitted to the shareholders of the Corporation for their vote.
- (b) Class B Common Stock (Voting) (the "Class B Common Stock"). The total number of shares of Class B Common Stock which the Corporation shall have authority to issue is four million (4,000,000) shares, no par value. Each share of Class B Common Stock shall entitle the holder thereof to one (1) vote on each matter properly submitted to the shareholders of the Corporation for their vote.
- (c) Class C Common Stock (Non-Voting) (the "Class C Common Stock"). The total number of shares of Class C Common Stock which the Corporation shall have authority to issue is one million (1,000,000) shares, no par value. The Class C Common Stock shall have the same relative rights and privileges as the Class A Common Stock and Class B Common Stock; provided, however, that the Class C Common Stock shall be non-voting, and the Class C Common Stock shall not have the right to vote on any matter submitted for a vote to the stockholders of the Corporation.
- (d) Matters Submitted to the Shareholders. Except with respect to the election of the Board of Directors of the Corporation (the "Board") or as may otherwise be required by law, the subject of which is addressed in Article XI of these Articles of Incorporation, the holders of Class A Common Stock and of Class B Common Stock shall vote as a single class of securities. On all matters, each holder of Class A Common Stock shall be entitled to three (3) votes for each share of Class A Common Stock held by such holder on the record date fixed for such meeting, or on the effective date of such written consent, and each holder of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held by such holder on the record date fixed for such meeting, or on the effective date of such written consent.
- (e) With the exception of voting rights, as described above, the shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock shall be identical in all respects, and shall have equal rights and privileges. No class of common stock may be split, combined or subdivided unless at the same time there shall be a proportionate split, combination or subdivision of each other class. In the event a Shareholder transfers shares of Class A Common Stock and the transferee is not a permitted transferee as defined in the Bylaws of the Corporation, the transferee must accept the equivalent number of shares of Class B Common Stock in lieu of receiving shares of Class A Common Stock. Upon such conversion of the Class A Common Stock to Class B Common Stock, the equivalent number of authorized shares of the Corporation's Class A Common Stock shall automatically be reduced accordingly and the equivalent number of authorized shares of the Corporation's Class B Common Stock shall automatically be increased accordingly.

The Blank Check Preferred Stock may be issued from time to time and in one or more series. The Board of Directors of the Corporation is authorized to determine or alter the powers, preferences and rights, and the qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Blank Check Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Blank Check Preferred Stock, to increase or decrease (but not below the number of shares of any such series of Preferred Stock then outstanding) the number of shares of any such series of Blank Check

Preferred Stock, and to fix the number of shares of any series of Blank Check Preferred Stock. In the event that the number of shares of any series of Blank Check Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which such shares had prior to the adoption of the resolution originally fixing the number of shares of such series of Blank Check Preferred Stock subject to the requirements of applicable law.

#### **ARTICLE VII – MANAGEMENT**

The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by statute or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

#### **ARTICLE VIII – INDEMNIFICATION**

To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE IX – PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.

#### **ARTICLE X – ELECTION**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### **ARTICLE XI – DIRECTORS**

- (a) The number of directors which constitute the Board shall be no less than two (2) and up to seven (7). The number of directors can be increased or decreased by a vote of the shareholders at any annual or special meeting. In addition, in the event there are more than three directors on the Board, the shareholders may resolve at any annual or special meeting to establish staggered terms for the directors to hold office for three (3) years. The holders of the Class A Stock in all cases shall be entitled to elect a minimum of two (2) directors. The holders of the Class B Common Stock shall be entitled to elect up to one (1) director. In the event of the resignation, death or removal of a director for any reason, the Class of Stock electing such director shall be entitled to elect a successor. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. In the event the shareholders vote to establish

staggered terms for the directors, the Board shall have the power to make any adjustments reasonably required to maintain a staggered Board.

- (b) Unless otherwise restricted by statute, by these Articles of Incorporation or the Bylaws of the Corporation, any director, or all of the directors, may be removed from the Board, with or without cause, but only by the affirmative vote of the holders of a simple majority of the Class of Stock electing the director(s).

#### **ARTICLE XII – BYLAWS**

The Board is expressly empowered to adopt, amend or repeal any of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board shall require the approval of a majority of the Board.

#### **ARTICLE XIII – MEETINGS OF SHAREHOLDERS**

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide.

#### **ARTICLE XIV – RIGHT TO AMEND OR REPEAL**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Articles of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by these Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of the Corporation's issued and outstanding Classes of Stock, voting as a single class shall be required to amend or repeal this Article XIV, and Article VI, Article VIII, Article XI or Article XII of these Amended and Restated Articles of Incorporation.

#### **ARTICLE XV - INCORPORATORS**

The name and address of the Incorporators are Benjamin R. Joella, 4th Prime Corporation, 500 NE Spanish River Blvd, Suite 101, Boca Raton FL 33431, and Michael L. Brown, 4th Prime Corporation, 500 NE Spanish River Blvd, Suite 101, Boca Raton FL 33431.

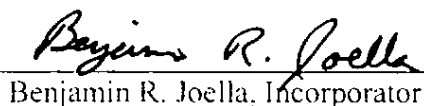
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

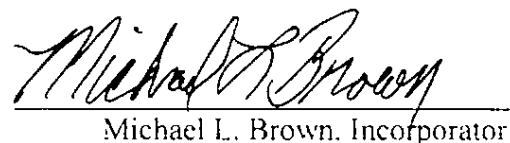
  
Michael L. Brown

for 4th Prime Corporation, Registered Agent

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*We submit this document and affirm that the facts stated herein are true. We are 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.*

  
Benjamin R. Joella, Incorporator

  
Michael L. Brown, Incorporator