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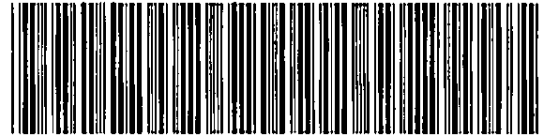
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2018 MAY 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Scout Comics and Entertainment, Inc.

(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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

James Haick III

Name (Printed or typed)

19161 Pine Run Lane

Address

Fort Myers, FL 33967

City, State & Zip

239-464-3662

Daytime Telephone number

james.haick@scoutcomics.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
OF
SCOUT COMICS AND ENTERTAINMENT, INC.**

The undersigned incorporator hereby adopts the following articles of incorporation for the purpose of forming a corporation (the "corporation") under the Florida Business Corporation Law, chapter 607 of the Florida Statutes ("chapter 607").

**ARTICLE I
NAME**

The name of the corporation is Scout Comics and Entertainment, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the corporation will be 12541 Metro Parkway, Unit 20, Fort Myers, Florida 33912.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is formed is to conduct any and all lawful business.

**ARTICLE IV
SHARES OF STOCK**

4.1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 20,000,000.

4.2. Designation of Classes. The corporation's authorized shares shall consist of two classes, of which 10,000,000 shares shall be designated as common stock ("common stock") and 10,000,000 shares shall be designated as preferred stock ("preferred stock"). (Each share of common stock shall have a par value of \$0.001. Each share of preferred stock shall have a par value of \$0.001.)

4.3. Common Stock. The corporation's common stock shall have the following preferences, limitations, and relative rights.

(a) **Issuance and Consideration.** The common stock may be issued for such consideration as may be determined by the board of directors.

(b) **Voting Rights.** Except as otherwise provided in chapter 607, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholders' meeting.

(c) **Dissolution.** In the event of any dissolution or winding up of the corporation, the corporation's common stock shall be entitled, after due payment or provision for payment of the corporation's debts and other liabilities and after payment or provision for payment of the holders of the preferred stock to the extent they are so entitled, to share ratably in the corporation's remaining net assets.

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TALLAHASSEE, FLORIDA

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4.4. Preferred Stock. The corporation's preferred stock shall be issued for consideration determined as follows and shall have the following preferences, limitations, and relative rights.

(a) **Issuance and Consideration.** The preferred stock may be issued for such consideration as may be fixed from time to time by the corporation's shareholders.

(b) **Voting Rights.** Subject to any provisions of chapter 607 that provide otherwise, the preferred stock shall have no voting rights.

(c) **Dissolution.** In the event of any dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled, after due payment or provision for payment of the corporation's debts and other liabilities, to receive, out of the assets remaining, \$1.00 per share, together with all dividends thereon accrued or in arrears, whether or not earned or declared, before any payment is made or assets set apart for payment to the holders of the common stock, and shall be entitled to no further payments or distributions. If the assets remaining after payment of the corporate debts and other liabilities are insufficient to pay the full amount as provided in this clause, such assets as remain shall be divided among the holders of the preferred stock on a pro rata basis in proportion to the total number of shares of outstanding preferred stock.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

5.1. Number. The initial board of directors shall consist of 4 members. The number of directors shall thereafter be specified by or fixed in accordance with the corporation's bylaws. In the absence of a bylaw specifying or fixing the number of directors, the number of directors shall be the number specified for the initial board of directors.

5.2. Names and Addresses. The names and addresses of the corporation's initial board of directors are:

| <u>Name</u> | <u>Street</u> | <u>City</u> | <u>State</u> | <u>Zip Code</u> |
|-------------------|---------------------------------|--------------|--------------|-----------------|
| James Haick, III | 19308 Pine Glen Drive | Fort Myers | FL | 33967 |
| James Pruett | 17545 Hugh Lane | Land O Lakes | FL | 34638 |
| Brendan Deneen | 80 Roland Avenue | South Orange | NJ | 07079 |
| Tennessee Edwards | 225 Central Park West, Apt. 820 | New York | NY | 10024 |

ARTICLE VI REGISTERED AGENT

The street address of the corporation's initial registered office is 12541 Metro Parkway, Unit 20, Fort Myers, Florida 33912. The name of the corporation's initial registered agent at this address is James Haick III.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the corporation is Dirk Vanover, Vanover Legal, LLC, S76W24960 Highland Ct., Waukesha, WI 53189.

ARTICLE VIII EFFECTIVE DATE

The effective date shall be the date of filing of these Articles of Incorporation.

ARTICLE IX

In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, amend and repeal the bylaws of the Corporation.

ARTICLE X

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and the directors need not be elected by written ballot unless the bylaws of the Corporation so provide.

ARTICLE XI

11.1. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

11.2 To the extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Florida law permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607 of the Florida Business Corporation Act of the State of Florida, subject only to limits created by applicable Florida law (statutory or otherwise) with respect to actions for breach of a duty to the Corporation, its stockholders and others.

11.3 No amendment to or repeal of Article XI of this Certificate of Incorporation shall apply to or have any effect on the rights of any individual referred to in Article XI for or without respect to acts or omissions of such individual occurring prior to such amendment or repeal.

ARTICLE XII

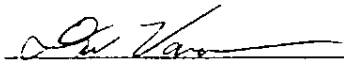
The Corporation reserves the right to alter, amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter provided by the laws of the State of Florida and all rights conferred upon stockholders herein are granted subject to this reservation.

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.


James Haick III
Registered Agent

5/19/18
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.


Dirk Vanover
Incorporator

5/16/18
Date

This document was drafted by
Dirk Vanover
Vanover Legal, LLC
S76W24960 Highland Ct.
Waukesha, WI 53189