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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

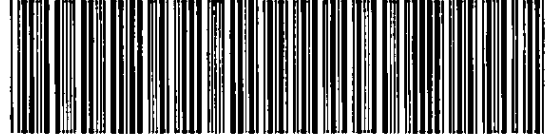
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Office Use Only

W180005199

JUN 11 2018

T. SCOTT



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05/11/18--01022--015 **\$7.50

2018 JUN -7 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2018 JUN -7 PM 12:25

DIVISION OF
CORPORATIONS
INFORMATION

May 17, 2018

JEFFREY A JACOBS, P.A.
2333 BRICKELL AVENUE, SUITE A-1
MIAMI, FL 33129

SUBJECT: FOUNDER APPAREL, INC.
Ref. Number: W18000047199

We have received your document for FOUNDER APPAREL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list complete principal street address of corporation.,

Please return the corrected original and one copy of 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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 718A00010282

LAW OFFICES OF

Jeffrey A. Jacobs, P.A.
Attorneys at Law

SUITE A-1
2333 BRICKELL AVENUE
MIAMI, FLORIDA 33129

TELEPHONE (305) 443-3160
TELEFAX (305) 445-5990
E-MAIL: attorney@jjacobslawoffice.com

June 4, 2018

Tyrone Scott
Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314
(904) 487-6052

Re: Founder Apparel Inc.
Reference No. W718000047199

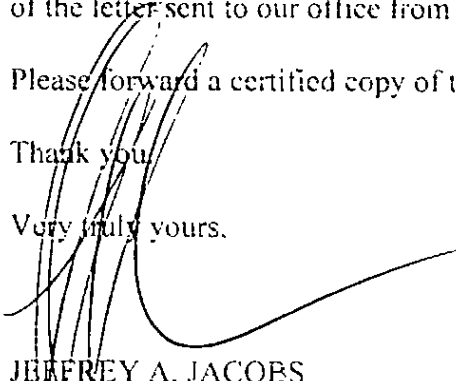
Dear Mr. Scott.

Enclosed please find the corrected original and one copy of the Articles of Incorporation and Designation of Registered Agent as concerns the above captioned corporation, along with a copy of the letter sent to our office from the Florida Department of State, Division of Corporations.

Please forward a certified copy of the "Articles" and "Certificate of Status" to our office.

Thank you.

Very truly yours,


JEFFREY A. JACOBS
JAJ:es

ARTICLES OF INCORPORATION
OF

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: FOUNDER APPAREL, INC.

ARTICLE II
PRINCIPAL OFFICE

The Principal Office of this corporation will be 2333 Brickell Avenue, Suite A-1, Miami, Florida 33129.

ARTICLE III
DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of all matters relating to and any and all other lawful business permitted under the laws of the United States and the State of Florida necessary to effectuate this.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII REGISTERED AGENT

The name and street address of the registered agent is Jeffrey A. Jacobs, 2333 Brickell Avenue, Suite A-1, Miami, Florida 33129.

ARTICLE VIII INCORPORATORS

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

NAME	ADDRESS
SAMUEL MELLER	2333 Brickell Ave, Suite A-1 Miami, Florida 33129

ARTICLE IX INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director and one (1) officer initially. The number of directors and officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors and/or officers of this corporation are:

NAME	ADDRESS
SAMUEL MELLER, President	2333 Brickell Ave, Suite A-1 Miami, Florida 33129

ARTICLE X BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and

in the amount set opposite his name: SAMUEL MELLER – 100%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the President and the business affairs of this corporation shall be managed under the direction of the President of this corporation.

ARTICLE XIII POWERS

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XIV DIRECTORS RESIDENCY AND COMPENSATION

The residency requirements of the officers and directors is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

ARTICLE XV DIRECTORS AND OFFICERS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of majority of the directors, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

A majority of the officers shall constitute a quorum for a meeting of the officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the Board of Directors.

ARTICLE XVI SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVII APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVIII
RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XIX
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XX
ACTION BY DIRECTORS WITHOUT A MEETING

The Officers of this corporation may take action as provided by law.

ARTICLE XXI
ELECTION OF DIRECTORS AND FILING OF VACANCIES

The Directors and Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXIII
AMENDMENT

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

ARTICLE XXIV
CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXV
REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

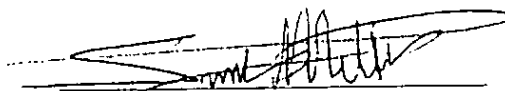
ARTICLE XXVI
TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVII

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

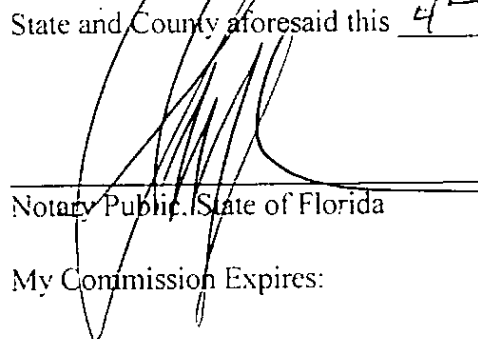
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of May 2018.


SAMUEL MELLER, President

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

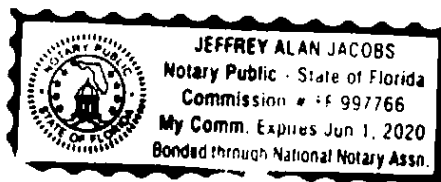
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SAMUEL MELLER known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 4th day of ~~May~~ JUNE, 2018.



Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT


I, JEFFREY A. JACOBS, hereby accept appointment as resident agent with reference to the within corporation.


JEFFREY A. JACOBS

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY A. JACOBS known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 4th day of May, 2008.



Notary Public, State of Florida

My Commission Expires:

