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FLORIDA PROFIT/NON PROFIT CORPORATION
Cobalt Smart Reefs, Inc.

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INVESTMENT FUND | ACCELERATOR | COMMERCIALIZATION
601 SOUTH PALAFOX STREET, PENSACOLA, FL 32502
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**ARTICLES OF INCORPORATION
OF
COBALT SMART REEFS, INC.**

In compliance with the requirements of chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is Cobalt Smart Reefs, Inc.

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
ADDRESSES**

The street address of the principal office, and the mailing address, of the Corporation is:

601 South Palafox Street
Pensacola, Florida 32502

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue Two Million (2,000,000) shares of capital stock, consisting of (i) One Million Twenty Thousand (1,020,000) shares of Class A Common Stock and each such share shall have no par value, (ii) Seven Hundred Eighty Thousand (780,000) shares of Class B Common Stock and each such share shall have no par value and (iii) Two Hundred Thousand (200,000) shares of Class C Common Stock. Except as otherwise provided in a shareholder agreement entered into by the shareholders in accordance with Section 607.0732

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of the Florida Business Corporation Act, each class of Common Stock shall have the same rights and powers. Each class of Common Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of a class of Common Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any privileges and restrictions granted to or imposed upon any wholly unissued series of a class of Common Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

ARTICLE V REGISTERED AGENT

The initial street address of the Corporation's registered office is 119 North Palafox Street, Pensacola, Florida 32502. The initial registered agent for the Corporation at that address is Hightower Law Firm.

ARTICLE VI DIRECTORS

The number and identity of the members of the Board of Directors will be determined in accordance with the Corporation's Bylaws, provided that the Corporation shall always have at least one (1) director.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Benjamin Etscheid	601 South Palafox Street, Pensacola, Florida 32502

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X

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EFFECTIVE DATE

Pursuant to section 607.0203, Florida Statutes, the effective date for the beginning existence of the Corporation shall be August 20, 2018.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of August, 2018.


Benjamin Etscheid, Incorporator

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the Corporation at the address designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and I am familiar with and accept the obligations of the position, of registered agent under F.S. § 607.0501.

HIGHTOWER LAW FIRM

8/20/18
Dated

By: 
David E. Hightower

