

# PI8000075370

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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CAPITOL SERVICES, INC.  
Account Number : 120160000017  
Phone : (855) 498-5500  
Fax Number : (850) 432-3622

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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## FLORIDA PROFIT/NON PROFIT CORPORATION HELM CAPITAL CORP.

Certificate of Status	1
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Page Count	05
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**ARTICLES OF INCORPORATION**  
**OF**  
**HELM CAPITAL CORP.**

**ARTICLE I – NAME**

The name of this corporation is HELM CAPITAL CORP. (the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing addresses of the Corporation are:

Mailing Address:	Street Address:
Bilzin Sumberg et al. 1450 Brickell Avenue, 23 Floor Miami, FL 33131 Attn: Jeffrey Rubinger, Esquire	Bilzin Sumberg et al. 1450 Brickell Avenue, 23 Floor Miami, FL 33131 Attn: Jeffrey Rubinger, Esquire

**ARTICLE III – PURPOSE**

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

**ARTICLE IV – CAPITAL STOCK**

The Corporation is authorized to issue (i) 100 shares of Voting Common Stock (the "Voting Common Stock"), and (ii) 100 shares of Non-Voting Common Stock (the "Non-Voting Common Stock"). The holders of the shares of the Voting Common Stock shall have the right to vote on all matters required or permitted to be voted on by the Corporation's shareholders and shall have no other rights, including, without limitation, any rights with respect to (i) distributions (in cash or in property) from the Corporation and (ii) the liquidation proceeds (in cash or in property) of the Corporation; provided, however, (I) that no amendment, restatement or modification of this Article IV that would have the effect of materially adversely affecting the economic rights of the holders of Non-Voting Common Stock (including, without limitation, their rights to distribution and liquidation proceeds as the holders of Non-Voting Common Stock) may be effectuated without the prior written consent or affirmative vote of the holders of at least a majority of the outstanding shares of each of the Voting Common Stock and Non-Voting Common Stock, and (II) as may be otherwise specifically prohibited by the Florida Business Corporation Act. Except with respect to the preceding proviso, the holders of the Non-Voting Common Stock shall have no voting rights whatsoever with respect to any matters required or permitted to be voted on by the Corporation's shareholders, but will have all other

rights, including, without limitation, with respect to (i) distributions (in cash or in property) from the Corporation, (ii) the liquidation proceeds (in cash or in property) of the Corporation and (iii) all other matters affecting the Corporation.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

515 East Park Avenue, 2nd Floor  
Tallahassee, FL 32301.

and the name and address of the initial registered agent of the Corporation are:

Capitol Corporate Services, Inc.  
515 East Park Avenue, 2nd Floor  
Tallahassee, FL 32301.

#### **ARTICLE VI – COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

#### **ARTICLE VII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Christian Boeger  
c/o Bitzin Sumberg et al.  
1450 Brickell Avenue, 23 Floor  
Miami, FL 33131.

#### **ARTICLE VIII – BYLAWS**

The Bylaws of the Corporation may be amended and/or restated by act of the Board of Directors or the shareholders of the Corporation.

#### **ARTICLE IX – INDEMNIFICATION**

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

#### **ARTICLE X – AMENDMENT**

Subject to the provisions of Article IV, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof therein as of the 31st day of August, 2018.

  
\_\_\_\_\_  
Christian Boeger, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, Capitol Corporate Services, Inc., which has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) it accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) it is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of Sept. 6th, 2018.

Registered Agent:

Capitol Corporate Services, Inc.

Kim Tadlock

Kim Tadlock, Asst. Sec. on behalf  
of Capitol Corporate Services, Inc.

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