

P 94778

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

File 2nd

Office Use Only

M. MOON

NOV 20 2018



700321048077

FILED
18 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/20/18--01001--009 **78.75

13 NOV 19 PM 4:23
TALLAHASSEE, FLORIDA

Advanced Incorporating Service

1317 California Street
P.O. Box 20396
Tallahassee, FL 32316

Phone: 850-222-CORP
Fax: 850-575-2724
Email: orders@aisincfl.com
Website: www.aisincfl.com

NAME OF ENTITY <u>Ibeto Cement International Corp</u>	FOR OFFICE USE FILED 18 NOV 15 AM 11:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

PICK ONE:

☐ CERTIFIED COPY ☒ PHOTOCOPY ☒ C.U.S.

FILING:

☒ CORPORATION ☐ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP
☐ FICTITIOUS NAME ☐ SERVICEMARK/TRADEMARK ☐ AMENDMENT
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN
☐ OTHER _____

RETRIEVAL:

☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY
Of _____

APOSTILLE/CERTIFICATION REQUEST:

Country _____

Amount of Documents _____

DATE 11/19/18 TIME _____

Notes:

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Ibeto Cement International Corp

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

45 Rockefeller Plaza

New York, NY 10111

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: general corporate purposes

FILED
18 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FL 90001

ARTICLE IV SHARES

The number of shares of stock is: 5,100,000,000 see attached

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Dr. Cletus M. Ibeto- Chairman

Name and Title:

Address 45 Rockefeller Plaza

Address:

New York, NY 10111

Name and Title: Erroll A. Booker

Name and Title:

Address 45 Rockefeller Plaza

Address:

New York, NY 10111

Name and Title:

Name and Title:

Address

Address:

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Advanced Filing and Retrieval Services, Inc.

Address: 1317 California Street

Tallahssee, FL 32304

FILED
18 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Erroll A. Booker

Address: 45 Rockefeller Plaza

New York, NY 10111

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

[Signature] For Advanced Filing and Retrieval Services, Inc.
Required Signature/Registered Agent

11-19-18
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.

[Signature]
Required Signature/Incorporator

11-19-18
Date

Name of the Corporation

The name of the incorporation shall be:

Ibeto Cement International Corp

Authorized Stock

A. COMMON STOCK: The aggregate number of shares of common stock (the "Common Stock") authorized to be issued by this Corporation shall be Five Billion (5,000,000,000), with a par value of \$0.001 per share. Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

B. PREFERRED STOCK: The Corporation is authorized to issue One hundred million (100,000,000) shares of \$0.001 par value preferred stock (the "Preferred Stock"). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series in addition to those set forth below and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The aggregate par value of both of which is \$5,100,000.00.

C. CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

1. **DESIGNATION.** This class of stock of this Corporation shall be named and designated "Series A Preferred Stock". It shall have 1,000 shares authorized at \$0.001 par value per share.

2. **CONVERSION RIGHTS.**

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals twenty percent (20%) the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of all classes of Preferred Stocks which are issued and outstanding at the time of conversion. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation.

b. The total aggregate shares of Series A Preferred Stock issued shall be convertible into the number of shares of Common Stock equal to:

FILED
18 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FL

[the sum of: {all shares of Common Stock issued and outstanding at time of conversion ÷ all shares of all shares of Preferred Stocks issued and outstanding at time of conversion;}]

multiplied by:

[twenty percent (20%).]

3. ISSUANCE. Shares of Series A Preferred Stock may only be issued as directed by a majority vote of the Board of Directors.

4. VOTING RIGHTS.

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to twenty percent (20%), the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of vote, plus ii) the total number of shares of all classes of Preferred Stocks which are issued and outstanding at the time of vote.

FILED
18 NOV 15 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FL 32310