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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 15, 2019

ANTONIO DOWELS  
4798 S FLORIDA AVE, STE 213  
LAKE LAND, FL 33813

SUBJECT: STRATIS, INC.  
Ref. Number: W19000025284

20190318 PM 3:53

We have received your document for STRATIS, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation.

One or more major words may be added to make the name distinguishable.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return 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.

Keyna E Page  
Regulatory Specialist II

Letter Number: 419A00005190

March 4, 2019

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

RE: Return of Original Articles

Dear Division of Corporations,

I have included the articles of incorporation for my new company, Stratis, Inc. with this letter. I called your division to see if I had to send in the original articles or if sending a copy was sufficient, as I would love to keep the original articles as a keepsake. Although the representative in your division said I could send a copy, the cover letter that I'm sending with my articles stated that I have to send the originals and a copy. Given two different answers, I chose to follow the instructions on the cover letter. If possible, I am requesting that you send the original articles back with the certified copy and certificate of status.

Thanks,

A handwritten signature in black ink, appearing to read "Antonio Dowels", with a large, stylized flourish extending from the end of the signature.

Antonio Dowels  
Director/Chief Legal Officer | Stratis, Inc.  
antonio@stratis.ai

March 15, 2019

Department of State  
Division of Corporation  
Attn: Keyna Page  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Reference # W19000025284

Dear Ms. Page,

You recently rejected my application to incorporate my company. I've made the necessary changes to the articles and attached the amended articles and a copy of them to this letter.

Best,

  
Antonio Dowels, Incorporator

# **ARTICLES OF INCORPORATION** **OF STRATIS AI, INC.**

A Florida For-Profit Corporation

The undersigned citizens of the United States, of the age of eighteen years or more, desiring to form a for-profit corporation under the Florida Business Corporation Act (Chapter 607, Florida Statutes), certify and acknowledge the following:

## **ARTICLE I – NAME**

The name of the corporation shall be Stratis AI, Inc. ("Corporation").

## **ARTICLE II – DURATION**

The period of duration of the Corporation shall be perpetual, commencing on the Effective Date prescribed in Article XII.

## **ARTICLE III – PURPOSE**

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

## **ARTICLE IV – CORPORATION ADDRESSES**

The Corporation's principal street address is:

Stratis, Inc.  
4798 S. Florida Ave. Suite 127  
Lakeland, FL 33813

The Corporation's mailing address is:

Stratis, Inc.  
4798 S. Florida Ave. Suite 127  
Lakeland, FL 33813

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

## ARTICLE V – COMMON STOCK

### *5.1 Number and Classes of Shares*

The total number of shares of stock the Corporation is authorized to issue is 1,000,001,000, consisting of 1,000,000,000 shares of Class A Common Stock (par value of \$0.001), designated as “STRATIS Security Tokens,” 920 shares of Class B Common Stock (par value of \$0.001), and 80 shares of Class C Common Stock (par value of \$0.001).

### *5.2 Issuance*

The shares of common stock may be issued by the Board of Directors from time to time for consideration, having a value no less than the par value.

### *5.3 Voting Rights*

- (a) Class A Common Stock: Shareholders of Class A Common Stock shall have no voting rights.
- (b) Class B Common Stock: Shareholders of Class B Common Stock shall only have voting rights on the following:
  - Merger or consolidation of the Corporation with another corporation or entity;
  - Acquisition of the Corporation by another corporation or entity; and
  - Dissolution or liquidation of the Corporation.
- (c) Class C Common Stock: Shareholders of Class C Common Stock shall have unlimited voting rights.

### *5.4 Voting Power and Voting Group*

Each shareholder having the right to vote shall be entitled to one (1) vote for each share of common stock. The shareholders entitled to vote on a corporate matter shall vote as one voting group, not as separate classes.

### *5.5 Transfer Restrictions*

- (a) Class A Common Stock Voluntary Transfer: Unless otherwise prohibited or restricted by law, Class A Common Stock shall not have any transfer restrictions.
- (b) Class B and Class C Common Stock Voluntary Transfer: In the event that a shareholder of Class B or Class C Common Stock desires to voluntarily transfer his or her shares (“Seller”), such shares must first be offered to the Corporation and Class B and Class C Shareholders at a price determined by the Seller (“Offer Price”). If the Corporation and Class B and Class C Shareholders reject the offer, and the Seller desires to sell the shares after said rejection, the Seller may then offer those

shares to a Third-Party Purchaser (as defined herein). All offers and acceptances shall, and rejections may, be given in written or electronic form, be signed and dated, and provide all applicable terms. Acceptance must be given to the Secretary within thirty (30) calendar days of receipt of the offer; if acceptance is not given in the period defined herein, the offer shall be deemed to be rejected. Offers, acceptances, and rejections (if provided in written or electronic form as prescribed above) shall be provided to the Secretary, and the Secretary shall provide the offer, acceptances, and rejections to the applicable party or parties within three (3) business days. Any acceptance or rejection given to the Secretary shall be deemed receipt of the acceptance or rejection by the Seller. The Offer Price that the Seller offers to the Corporation and Class B and Class C Shareholders shall not change when offered to Third-Party Purchasers. Class B and Class C Common Stock shall be purchased with cash and/or Class A Common Stock (using the Fair Market Value, as defined herein, of such stock), which total combined value is equivalent to the Offer Price.

- (c) Class C Common Stock Transfer Clause: In the event that any shareholder of Class C Common Stock voluntarily transfers any of his or her Class C Common Stock, or in the event of involuntary disposition as prescribed in Subsection 5.5(e) in which the Inheritor receives shares of Class C Common Stock, these Articles shall automatically be amended by the Corporation, without further action by the Board of Directors or shareholders, as set forth in Appendix A herein.
- (d) Violation of Voluntary Transfer: If any shareholder voluntarily transfers any of his or her common stock in any manner that violates, or is not in accordance with, the manner prescribed herein, the transfer is void. A transfer by devise shall be deemed an involuntary disposition and be governed by Subsection 5.5(e).
- (e) Involuntary Disposition: In the event of an involuntary disposition, including, but not limited to, death, devise, or a court order, by a shareholder of Class B or Class C Common Stock ("Disposing Shareholder") which results in an individual or entity that is not the Corporation or a shareholder of Class B or Class C Common Stock inheriting the Disposing Shareholder's shares ("Inheritor"), the Inheritor shall receive such shares automatically and take them subject to all terms and provisions of these Articles. Within three (3) business days of the Secretary being made aware, in any way, that the Inheritor received such shares, the Secretary shall give notice to the shareholders of Class B and Class C Common Stock of the Inheritor's receipt of the shares. Any shareholder of Class B or Class C Common Stock, except the Disposing Shareholder, may, at his or her sole discretion, purchase any or all of the Class B or Class C shares from the Inheritor. A notice to purchase ("Purchase

Notice") the Inheritor's shares shall be given in written or electronic form, be signed and dated, and provide all applicable terms. A Purchase Notice must be given to the Secretary within thirty (30) calendar days of the date that the shareholder received notice of the transfer of shares to the Inheritor. The Secretary shall provide the Purchase Notice to the Inheritor within three (3) business days of receiving said notice. Any Purchase Notice given to the Secretary shall be deemed receipt of the notice by the Inheritor. In the event a shareholder of Class B or Class C Common Stock purchases the shares from the Inheritor, the Inheritor shall receive one thousand (1,000) shares of Class A Common Stock for each share of Class B and/or Class C Common Stock that the Inheritor owns.

### ***5.6 Preemptive Rights***

No preemptive rights shall exist with respect to shares of common stock of the Corporation.

### ***5.7 Liquidation and Dissolution***

Upon any liquidation or dissolution of the Corporation, whether voluntary or involuntary, and after all liabilities and debts have been fully paid, the net assets of the Corporation, if any, shall be divided among and paid ratably to all shareholders of common stock, all who shall be treated as a single group in such distribution.

## **ARTICLE VI – BOARD OF DIRECTORS**

### ***6.1 Governance***

The Corporation shall be governed by its Board of Directors, which shall operate the Corporation in the manner set forth in the Corporation's Bylaws.

### ***6.2 Initial Directors***

The initial directors of the Corporation shall be:

Dustin Baker  
3245 Imperial Ln  
Lakeland, FL 33812

Antonio Dowels  
317 Audubon Oaks Dr Apt 101  
Lakeland, FL 33809

Anthony Nelson  
1337 Honeytree Ln W  
Lakeland, FL 33801

Kristen Gillett  
2848 Whitney St  
Lakeland, FL 33813

Justin Donohue  
2317 Maple Hill Dr  
Lakeland FL 33811



## **ARTICLE VII – REGISTERED AGENT**

The registered agent of the Corporation shall be:

Antonio Dowels  
4798 S. Florida Ave. Suite 213  
Lakeland, FL 33813

## **ARTICLE VIII – INCORPORATOR**

The incorporator of the Corporation shall be:

Antonio Dowels  
317 Audubon Oaks Dr Apt 101  
Lakeland, FL 33809

## **ARTICLE IX – ARTICLE AMENDMENT**

### ***9.1 General***

Subject to Subsections 5.5(c) and 9.2 of these Articles, any amendment to the Articles of Incorporation shall be adopted by approval of shareholders who are entitled to vote on the matter.

### ***9.2 Automatic Amendment***

In the event that Subsections 5.3 or 5.5 of these Articles are altered in any way, these Articles shall be automatically amended by the Corporation, without further action by the Board of Directors or shareholders, as set forth in Appendix A herein unless the shareholders of Class B Common Stock waive the automatic amendment by Simple Majority Vote (as defined herein).

## **ARTICLE X – CONFLICTING DOCUMENTS**

### ***10.1 Bylaws***

The Bylaws shall govern the operation of the Corporation; however, if any provision within the Bylaws conflicts with these Articles of Incorporation, the Articles of Incorporation shall be controlling.

### ***10.2 Other Agreements***

Other agreements, such as shareholder agreements, not expressly stated herein shall be permitted; however, if any agreement conflicts with these Articles of Incorporation, the Articles of Incorporation shall be controlling.

## ARTICLE XI – DEFINITIONS

**11.1 “Corporation”** means Stratis, Inc.

**11.2 “Fair Market Value”** means the closing price of common stock, as quoted on the exchange on which such stock is listed, at the end of the trading day prior to day in which the common stock is offered for purchase.

**11.3 “Simple Majority Vote”** means a favorable vote of more than fifty percent (50%).

**11.4 “Third-Party Purchaser”** means any individual or entity that is not the Corporation or a Class B Shareholder or Class C Shareholder.

## ARTICLE XII – EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be March 2, 2019.

## APPENDIX A

This appendix shall apply if, and only if, automatic amendment is required by the Corporation as set forth in Subsections 5.5(c) and 9.2, and such amendment to the Corporation's Articles of Incorporation shall include the following changes:

1. Subsection 5.3 shall be amended and read as follows:

(a) Class A Common Stock: Shareholders of Class A Common Stock shall have no voting rights.

(b) Class B Common Stock: Shareholders of Class B Common Stock shall have unlimited voting rights.

(c) Class C Common Stock: Shareholders of Class C Common Stock shall only have voting rights on the following:

- Merger or consolidation of the Corporation with another corporation or entity;
- Acquisition of the Corporation by another corporation or entity; and
- Dissolution or liquidation of the Corporation.

2. Subsection 5.5(c) shall be intentionally omitted.

3. Subsection 9.1 shall be amended and read as follows:

Any amendment to the Articles of Incorporation shall be adopted by approval of shareholders who are entitled to vote on the matter.

4. Subsection 9.2 shall be intentionally omitted.

5. Appendix A shall be intentionally omitted.

**ACKNOWLEDGMENT OF CONSENT**

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 for Stratis, Inc.

Antonio Dowels  
Antonio Dowels, Registered Agent

3/15/19  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statute 817.155.

Antonio Dowels  
Antonio Dowels, Incorporator

3/15/19  
Date

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STATE OF FLORIDA  
DEPARTMENT OF STATE