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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Republic Bag Holdings, Inc. - Certificate of Domestication and Articles

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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The Murphy Law Firm, P.A.

Name (printed or typed)

109 W. Fortune Street, #1426

Address

Tampa, FL 33602

City, State & Zip

813-536-5302

Daytime Telephone Number

jmurphy@themurphyllaw.com

E-mail address: (to be used for future annual report notification)

**STATE OF FLORIDA
CERTIFICATE OF DOMESTICATION
FROM A DELAWARE CORPORATION
TO A FLORIDA CORPORATION
PURSUANT TO SECTION 607.1801 OF THE
FLORIDA BUSINESS CORPORATION ACT (the "Act")**

The undersigned, John Reier, CFO, of Republic Bag Holdings, Inc. (the "**Corporation**"), a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was **September 28, 2004**.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the State of Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was REPUBLIC BAG HOLDINGS, INC.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0401 with this Certificate of Domestication is REPUBLIC BAG HOLDINGS, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certification of Domestication was the State of Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801.

I, the undersigned, for the purpose of domesticating a Delaware corporation to a Florida corporation under the laws of the State of Florida, do make, file and record this Certificate of Domestication; do certify that I am authorized to sign this Certificate of Domestication on behalf of the Corporation; and have done so this 1 day of March, 2019.



JOHN REIER, CFO

ARTICLES OF INCORPORATION OF
REPUBLIC BAG HOLDINGS, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation is:

REPUBLIC BAG HOLDINGS, INC.
(hereafter, the "Corporation")

ARTICLE II
Purpose

The Corporation may, and is authorized to, engage in any business now or hereafter permitted under the laws of the United States and the State of Florida.

ARTICLE III
Duration

The Corporation shall have perpetual existence.

ARTICLE IV
Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1531 N.W. 12th Avenue, Pompano Beach, Florida 33069.

ARTICLE V
Capital Stock

This corporation is authorized to issue one million five hundred thousand (1,500,000) shares of common stock, each with a par value of \$0.001.

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ALLAHACEE, FLORIDA

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1531 N.W. 12th Avenue, Pompano Beach, Florida 33069, and the name of the initial registered agent of this corporation at that address is Mark Teo.

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is:

Mark Teo
1531 N.W. 12th Avenue
Pompano Beach, Florida 33069

ARTICLE VIII
Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The names of the initial directors of the Corporation are: Alfred Teo, Mark Teo, and Andrew Teo.

ARTICLE IX
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X
Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of March, 2019, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 607 of the Florida Statutes.



MARK TEO
Incorporator and Registered Agent

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