

P19000040800

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

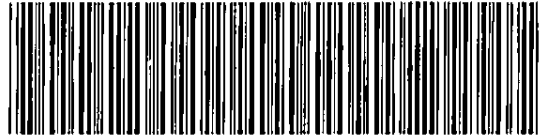
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

R KEMPLF

MAY 15 2019



400329165424

RECEIVED
DEPT OF STATE
19 MAY 15 AM 11:08
FILED
19 MAY 15 AM 11:26
DEPT OF STATE
KANSAS CITY, MO



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 05/15/2019

Name: Chris Vick

Reference #: 1081062

Entity Name: W&BK HOLDINGS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

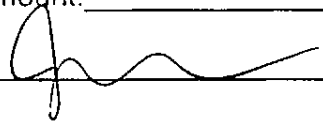
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY UPON FILING

Authorized Amount: \$78.75

Signature: 

• CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #301972
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 05/15/2019

Name: Chris Vick

Reference #: 1081062

Entity Name: W&BK HOLDINGS, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

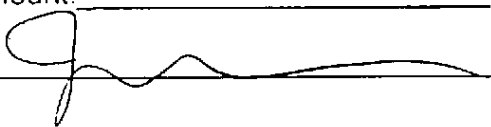
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY UPON FILING

Authorized Amount: \$78.75

Signature: 



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2019

COGENCY GLOBAL

SUBJECT: W&BK, INC.
Ref. Number: W19000047171

We have received your document for W&BK, INC. and your check(s) totaling \$. 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 existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L03000012915.

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.

KYLE D BRUMBLEY
Regulatory Specialist II

Letter Number: 119A00009666

ARTICLES OF INCORPORATION

OF

W&BK HOLDING, INC.

ARTICLE I

The name of this corporation is W&BK Holding, Inc. (the "Corporation").

ARTICLE II

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

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 1200 Brickell Avenue, Suite 1500, Miami, Florida 33131.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

Number of Shares

Authorized

1,000

Par Value Per Share

\$0.01

Class of Stock

Common

ARTICLE V

The street address of the Corporation's initial registered agent is 1200 Brickell Avenue, Suite 1500, Miami, Florida 33131, and the name of its initial registered agent at such office is Walter Kolm.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The name and address of the initial director of the Corporation who will serve as a director until his successor is duly elected and qualified is Walter Kolm, 1200 Brickell Avenue, Suite 1500, Miami, Florida 33131.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except

FILED
19 MAY 10 AM 11:26
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

for liability: (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended; (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or (v) for any transaction from which the director or officer derived an improper personal benefit.

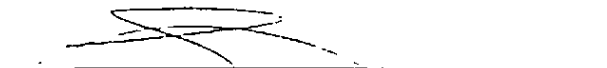
If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Naomi Sakata, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 SE 2nd Avenue, 44th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of May 2019.



Naomi Sakata, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for **W&BK Holding, Inc.**, at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 14th day of May 2019.

/s/ Walter Kolm

FILED
19 MAY 15 AM 11:
CLERK OF DISTRICT
CLERK OF DISTRICT