

5/17/2019

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
Estela International Inc.**

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Electronic Filing Menu

Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
ESTELA INTERNATIONAL INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

Article I. NAME

The name of the corporation shall be ESTELA INTERNATIONAL INC.(the "Corporation").

Article II. INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is:

1231 Derby Lane
Sarasota, FL 34242

Article III. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

Article IV. AUTHORIZED STOCK

The total number of shares of stock that the Corporation shall have authority to issue is 1,000,000 shares of common stock ("Common Stock") of which 100,000 are designated as Voting Common Stock ("Voting Common Stock"), and 900,000 are designated as Non-Voting Common Stock ("Non-Voting Common Stock"); provided however, that the number of authorized shares of Non-Voting Common Stock may be increased or decreased (but not below the number of shares of Non-Voting Common Stock then outstanding) by an affirmative vote of the majority of the holders of the outstanding shares of the Voting Common Stock. The rights, preferences, powers, privileges, and the restrictions, qualifications, and limitations of the Non-Voting Common Stock are identical with those of the Voting Common Stock other than: (i) in respect of voting as set forth herein; and (ii) in the event that the Board of Directors declares a dividend and such dividends are paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Voting Common Stock shall receive shares of Voting Common Stock or rights to acquire shares of Voting Common Stock, as the case may be, and the holders of the Non-Voting Common Stock shall receive shares of Non-Voting Common Stock or rights to acquire shares of Non-Voting Common Stock, as the case may be. Except as stated herein, for all other purposes under these Articles of Incorporation, the Common Stock and the Non-Voting Common Stock shall together constitute a single class of shares of the capital stock of the Corporation.

Section 4.01 Voting Rights.

Section 4.02 Voting Common Stock: Except as otherwise required by law or these Articles of Incorporation, the holders of the Voting Common Stock shall exclusively possess all voting

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power, and each holder of Voting Common Stock shall have one vote in respect of each share of stock held by the shareholder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation.

Section 4.03 Non-Voting Common Stock. Except as otherwise required by law, shares of Non-Voting Common Stock shall be non-voting.

Section 4.04 Amendments and Changes. As long as any shares of Voting Common Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than fifty percent (50%) of the outstanding shares of Voting Common Stock:

- (a) Amend, alter or repeal any provision of the Articles of Incorporation or Bylaws of the Corporation (including pursuant to a merger) if such action would adversely alter the rights, preferences, privilege or powers of, or restrictions provided for the benefit of, the Voting Common Stock;
- (b) Increase or decrease the authorized number of shares of Voting Common Stock;
- (c) Authorize or create (by reclassification, merger or otherwise) or issue or obligate itself to issue any new class or series of equity security (including any security convertible into or exercisable for any equity security) having rights, preferences or privileges with respect to dividends or payments upon liquidation senior to or on a parity with the Voting Common Stock or having voting rights more favorable than those granted to the Voting Common Stock generally; or
- (d) Amend this Section 4.05.

Section 4.05 Mergers, Consolidation or Other Combination Transactions. In the event that the Corporation shall enter into any consolidation, merger, combination or other transaction or series of related transactions in which shares of Common Stock are exchanged for or converted into other stock or securities, or the right to receive cash or any other property, then, and in such event, the shares of Voting Common Stock and Non-Voting Common Stock shall be entitled to be exchanged for or converted into the same kind and amount of stock, securities, cash or any other property, as the case may be, into which or for which each share of the other class of Common Stock is exchanged or converted; provided, however, that if the stock or securities of the resulting entity issued upon such exchange or conversion of the shares of Common Stock outstanding immediately prior to such consolidation, merger, combination or other transaction would represent at least a majority of the voting power of such resulting entity (without giving effect to any differences in the voting rights of the stock or securities of the resulting entity to be received by the holders of the shares of Voting Common Stock and the holders of the Non-Voting Common Stock), then the holders of shares of Voting Common Stock and the holders of the Non-Voting Common Stock shall be entitled to receive stock or securities of the resulting entity issuable upon such exchange or conversion that differ with respect to voting rights in a similar manner to which the shares of Voting Common Stock differ under these Articles of Incorporation as provided under this Article IV.

Section 4.06 Administration. The Corporation, from time to time, establish such policies and procedures relating to the general administration of the Common Stock structure, including the issuance of stock certificates with respect thereto, as it may deem necessary or advisable.

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Article V. INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors is:

KONSTANTIN POUKALOV
1231 DERBY LANE
SARASOTA, FL 34242

Article VI. DURATION

The duration of the Corporation shall be perpetual.

Article VII. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation. The Bylaws of the Corporation may also be amended or repealed, or new Bylaws of the Corporation may be adopted, by action taken in accordance with the procedures set forth in the Bylaws of the Corporation.

Article VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 403 N. HOWARD AVENUE, TAMPA, FL 33606. The name of the initial registered agent of the Corporation at that office is LIESER SKAFF ALEXANDER.

Article IX. INCORPORATOR

The name and street address of the Corporation's incorporator is:

KONSTANTIN POUKALOV
1231 DERBY LANE
SARASOTA, FL 34242

Article X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another

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corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

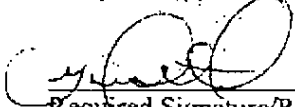
Article XI. AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend these Articles of Incorporation, and to change or repeal any provision of these Articles of Incorporation, in the manner prescribed at the time by statute (provided, however, that any such amendment change, or repeal must first be approved by the Board of Directors), and all rights conferred upon the stockholders in these Articles of Incorporation are granted subject to this reservation.

Article XII. EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

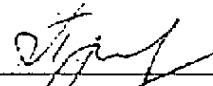
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent
for Lieser Skiff Alexander

5/17/2019
Date

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



Required Signature/Incorporator

5/16/2019
Date

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