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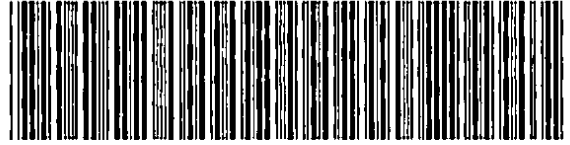
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19 MAY 30 AM 11:43
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

COVER LETTER

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

SUBJECT: J WALLACE MERGER SUB, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Jeffrey Wallace

Name (Printed or typed)

2207 NE 15th Terrace

Address

Wilton Manors, Florida 33305

City, State & Zip

312-952-2354

Daytime Telephone number

jeffrey@jwallacecreative.com

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

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
J WALLACE MERGER SUB, INC.
(Profit)**

The undersigned, desiring to form a Florida corporation (the "Corporation") pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (as amended from time to time, the "Act"), executes the following Articles of Incorporation.

**ARTICLE I
Identification**

- 1.1 Name. The name of the Corporation is J Wallace Merger Sub, Inc.

**ARTICLE II
Principal Place of Business and Mailing Address**

- 2.1 Principal Office and Mailing Address. The principal place of business and mailing address of the Corporation is:

2207 NE 15th Terrace
Wilton Manors, Florida 33305

**ARTICLE III
Purpose**

- 3.1 Purpose. The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act.

**ARTICLE IV
Shares; Capital Stock**

- 4.1 Amount. The total number of shares which the Corporation has authority to issue is one thousand (1,000) shares, without par value.

4.2 Classes and Rights. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations and relative rights. Each shareholder of Common Stock shall be entitled to one vote for each share of Common Stock standing in the shareholder's name on the books of the Corporation on each matter voted on at a shareholders' meeting. Holders of outstanding Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution.

4.3 Distributions. A distribution to shareholders may not be made if, after giving it effect, the Corporation would not be able to pay its debts as they become due in the usual course of business or the Corporation's total assets would be less than the sum of its total liabilities.

**ARTICLE V
Directors**

5.1 Number. The number of directors of the Corporation may be fixed from time to time in accordance with the Code of Bylaws of the Corporation (the "Bylaws").

5.2 Removal of Directors. Shareholders may remove one or more directors with or without cause.

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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION

ARTICLE VI
Registered Agent

6.1 Registered Agent. The name and street address of the registered agent is:

Jeffrey Wallace
2207 NE 15th Terrace
Wilton Manors, Florida 33305

ARTICLE VII
Incorporator

7.1 Identification of Incorporator. The name and address of the incorporator is

Jeffrey Wallace
2207 NE 15th Terrace
Wilton Manors, Florida 33305

ARTICLE VIII
Effective Date

8.1 Effective Date. The effective date of the Corporation shall be May 29, 2019.

ARTICLE IX
Bylaws; Amendments of Articles

9.1 Bylaws. The board of directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of the number of directors equal to a majority of the number holding such position at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

9.2 Amendments of Articles. The Corporation may amend these Articles of Incorporation at any time to add or change a provision that is required or permitted to be in the Articles of Incorporation or to delete a provision not required to be in the Articles of Incorporation. Whether a provision is required or permitted to be in the Articles of Incorporation is determined as of the effective date of the amendment.

A shareholder of the Corporation does not have a vested property right resulting from any provision in these Articles of Incorporation, or authorized to be in the Bylaws by the Act or the Articles of Incorporation including provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.

ARTICLE X
Indemnification

10.1 Scope of Indemnity. The Corporation shall indemnify every person who is or was a director or officer, employee or agent of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter collectively referred to as an "Indemnitee") against all liability to the fullest extent permitted by Florida Statute § 607.0850, provided that such person is determined in the manner specified by Florida Statute § 607.0850 to have met the standard of conduct specified in Florida Statute § 607.0850. The Corporation shall, to the fullest extent permitted by Florida Statute § 607.0850, pay for or reimburse the reasonable expenses incurred by every Indemnitee who is a party to a

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

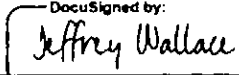
proceeding in advance of final disposition of the proceeding, in the manner specified by Florida Statute § 607.0850. The foregoing indemnification and advance of expenses for each Indemnitee shall apply to service in the Indemnitee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

10.2 Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnitee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnitee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnitee acting in an official capacity or in another capacity described in Section 5.1 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnitee if (1) any act or omission complained of in a proceeding against the Indemnitee, (2) any portion of a proceeding, or (3) any determination or assessment of liability, occurs while this Article is in effect.

10.3 Interpretation. All references in this Article to Florida Statute § 607.0850 shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Florida Statute § 607.0850, such word or phrase shall have the same meaning in this Article that it has in Florida Statute § 607.0850. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnitee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnitee.

10.4 Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.

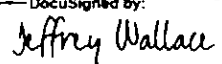
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DocuSigned by:

 Jeffrey Wallace, Registered Agent

5/29/2019

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 § 817.155, F.S.

DocuSigned by:

 Jeffrey Wallace, Incorporator

5/29/2019

Date

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS