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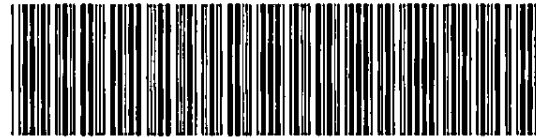
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JUL 15 2019

COVER LETTER

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

SUBJECT: Remote Care Partners, 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
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 Status

ADDITIONAL COPY REQUIRED

FROM: Donald C. Davis

Name (Printed or typed)

205 South Hoover Blvd, Suite 203

Address

Tampa, FL 33609

City, State & Zip

813-579-1036

Daytime Telephone number

don.davis@messagepro.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
REMOTE CARE PARTNERS, INC.**

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TALLAHASSEE, FL 32310

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is Remote Care Partners, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's principal place of business is 205 South Hoover Blvd, Suite 203, Tampa, FL 33609. The mailing address of the Corporation and the address of its registered agent is 205 South Hoover Blvd, Suite 203, Tampa, FL 33609.

ARTICLE III

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

ARTICLE IV

(1) The aggregate number of shares of all classes of stock that the Corporation is authorized to issue, common and preferred in aggregate, is Twenty Million (20,000,000) shares, each with a par value of \$0.01 per share which shall be designated "capital stock". Of the capital stock, the Corporation shall have the authority to issue Five Million (5,000,000) shares of preferred stock with the par value \$.01 per share which shall be designated "Preferred Stock". Of the capital stock, the Corporation shall have the authority to issue Fifteen Million (15,000,000) shares of common stock with the par value \$.01 per share which shall be designated "Common Stock".

(2) The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida (hereinafter referred to as a "Preferred Stock Designation") to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of the majority of the shares of Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of preferred stock.

(3) Up to One Million Five Hundred Thousand (1,500,000) shares of Common Stock (or such other number of shares of Common Stock approved by the Board of Directors of the Corporation) shall be issued or be issuable to employees, consultants or directors of the Corporation directly or pursuant to a stock option plan or restricted stock plan approved by the Board of Directors of the Corporation.

(4) No fractional shares shall be issued in regard to the capital stock. If any sale, transaction or conversion would result in any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay the holder thereof an amount in cash equal to the fair market value of such fractional share as determined in good faith by the Board of Directors.

(5) In the case of issuance of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly additional shares of capital stock, the Corporation shall reserve from issuance from the authorized shares established in Article IV (1) the aggregate minimum number of shares of capital stock necessary to assume the satisfaction of any conditions relative to convertibility, exchangeability or excise ability.

(6) Unless so entitled in accordance with a Preferred Stock Designation, no stockholder shall have any preemptive right to subscribe to an additional issue of shares of any class of stock of the Corporation or to any security convertible into such stock.

ARTICLE V

(1) Each share of the capital stock of the Corporation held on record shall be entitled to one vote on all matters requiring a vote of the stockholders and, subject to the rights of the holders of any outstanding shares of Preferred Stock issued under Article IV above, shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the Board of Directors. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after payment shall have been made to the holders of Preferred Stock of the full amount to which they shall be entitled under Article IV above, the holders of capital stock shall be entitled, to share ratably, according to the number of shares held by them, in all remaining assets of the Corporation available for distribution.

(2) For the purpose of this Article V, any Corporation, person or other entity shall be deemed to be the beneficial owner of any share of stock of the Corporation for which it has the right to acquire either immediately or at some future date pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise unless the provisions conveying the rights to acquire ownership otherwise restrict or limit the rights of beneficial ownership.

ARTICLE VI

(1) The Bylaws of the Corporation may fix and alter the number of directors and may prescribe their term of office provided that in no case shall the number of directors be less than three. Except in the case of vacancy as provided below, each director shall be elected by a majority of the votes cast with respect to the director by the shares represented in person or by proxy and entitled to vote at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of director nominees exceeds the number of directors to be elected, each director shall be elected by a vote of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Article VI, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director. Shareholders of the Corporation shall not have the right to cumulative votes in the election of directors. In case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining directors by an affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the directors whose place shall be vacant, and until the election of a successor.

(2) The directors of the Corporation need not be stockholders.

(3) The Board of Directors may, by resolution passed by a majority of the whole board, designate two or more of their number to constitute an executive committee, to the extent provided in said resolution or in the Bylaws, which shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it to the extent provided under the Florida Business Corporation Act. Furthermore, the Board of Directors shall have power to appoint such standing committees as they may determine, with such powers as shall be conferred by them or as may be authorized by the Bylaws. From time to time, the Board of Directors by resolution, may provide methods for the permanent or temporary filling of any vacancy in the executive committee or in any other committee appointed by the board.

(4) The Board of Directors shall have power to sell, assign, transfer, convey, exchange, or otherwise dispose of the property, effects, assets, franchises and good will of the Corporation as an entirety, for cash, for the securities of any other corporation, or for any other consideration.

(5) The Board of Directors shall have power to issue the authorized shares of stock of the Corporation from time to time for such consideration as they may fix and as may be permitted by law.

(6) The Board of Directors may declare and pay dividends on the capital stock out of the surplus or net earnings of the Corporation.

(7) The directors shall have power, from time to time, to determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any books or account or document of the Corporation except as conferred by the statutes of the State of Florida or authorized by the directors. This restriction shall not be construed to limit the right or power of any officer or director of the Corporation to examine the books, papers or vouchers of said Corporation.

(8) The Board of Directors shall elect a president and appoint a secretary and treasurer. Any two of such offices may be held by the same person, except that the president shall hold no other of such offices. The Board of Directors may also appoint one or more vice presidents, one or more assistant secretaries, and one or more assistant treasurers, and to the extent provided by the Bylaws or by the Board of Directors by resolution from time to time, the persons so appointed shall have and exercise the powers of the president, secretary and treasurer, respectively. The Board of Directors may appoint other and additional officers, with such powers as the directors may deem advisable.

(9) Each director, in consideration of serving as such, shall be entitled to receive from the Corporation such fees and compensation as the Board of Directors shall from time to time determine, together with reimbursement for the reasonable expenses incurred in connection with the performance of duties. Nothing herein contained shall preclude any director from serving the Corporation or its subsidiaries in any other capacity and receiving compensation therefor.

(10) In the absence of fraud, any director of the Corporation individually, or any firm or association of which any director is a member, or any Corporation of which any director is an officer, director, stockholder, or employee, or in which such director is pecuniarily or otherwise

interested, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or act of the Corporation, and such contract, transaction, or act shall not be in any way invalidated. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in any way interested;

(11) Except as herein otherwise expressly provided, the Corporation reserves the right to amend, alter, change or repeal any provision herein contained, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders hereunder are granted subject to this provision.

ARTICLE VII

(1) The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of this Certificate of Incorporation, or contrary to the Florida Business Corporation Act or of the United States.

(2) The Board of Directors shall have power to make, alter or amend or repeal the Bylaws of the Corporation, but the Bylaws so made, altered or amended by the directors, may be altered or repealed by the stockholders.

ARTICLE VIII

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE IX

(1) To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as hereinafter may be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(2) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

(3) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that the indemnified party was a director or officer of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(4) The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Article IX (3), provide indemnification to its employees and agents and the employees and agents of its subsidiaries and predecessor entities. The determination that

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indemnification under this Article IX (4) is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors

(5) The rights of each person entitled to indemnification under this Article IX shall inure to the benefit of such person's heirs, executors and administrators

(6) No amendment or repeal of this Article IX nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article IX shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or existing or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

This Corporation is to have perpetual existence.

ARTICLE XI

The name and address of the incorporator is:

Donald C. Davis
205 South Hoover Blvd
Suite 203
Tampa, FL 33609

ARTICLE XII

The name and address of the registered agent is:

Donald C. Davis
205 South Hoover Blvd
Suite 203
Tampa, FL 33609

ARTICLE XIII

The initial officer(s) of the Corporation are:

Title: Chief Executive Officer
David G. Smith
205 South Hoover Blvd, Suite 203
Tampa, FL 33609 US

Title: Secretary
Donald C. Davis
205 South Hoover Blvd, Suite 203
Tampa, FL 33609 US

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ARTICLE XIV

The effective date for this Corporation shall be:
06/28/2019

ARTICLE XV

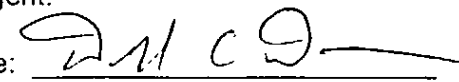
This Corporation reserves the right to amend, alter, change or repeal any provisions outlines in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Signature of Incorporator: 
Donald C. Davis

June 28, 2019
Date

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

Registered Agent Signature: 
Donald C. Davis

June 28, 2019
Date

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