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DIVISION OF CORPORATIONS

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FLORIDA PROFIT/NON PROFIT CORPORATION  
WGM HOLDING, INC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**For Profit**

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

**Corporate Name**

1. The name of the corporation is WGM Holding, Inc. (the "Corporation").

**Purpose**

2. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

**Duration**

3. The duration of the Corporation is perpetual.

**Registered Office and Registered Agent**

4. The street address of the initial registered office is 4700 NW Boca Raton Blvd, Suite 202, Boca Raton, Florida, 33431. The name of the initial Registered Agent at this Registered Office is Elo Enterprises, Inc.

**Street Address of the Principal Office**

5. The street address of the principal office is 4700 NW Boca Raton Blvd, Suite 202, Boca Raton, Florida, 33431. The mailing address of the principal office is the same as the street address.

**Initial Director**

6. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who will serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below:



Name / Title	Address	City	State	Zip Code
Fausto Mendes, President	4700 NW Boca Raton Blvd, Suite 202	Boca Raton	Florida	33431

**Authorized Capital**

7. The aggregate total number of all shares that the Corporation is authorized to issue is 1,000.

**Class A Shares**

8. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 1,000 Class A par value shares and the par value of each of the authorized Class A shares is \$0.1000 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

#### **Restrictions on Transfer**

9. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

#### **Preemptive Rights**

10. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

#### **Amend or Repeal Bylaws**

11. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

#### **Cumulative Voting**

12. In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

#### **Fiscal Year End**

13. The fiscal year end of the Corporation is December 31st.

#### **Indemnification of Officers, Directors, Employees and Agents**

14. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

**Limitation of Liability**

15. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

**Effective Date of Filing**

16. This document will become effective on the date of filing.


**Consent of Appointment by Registered Agent**

17. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

  
Lyster Chirico  
07/16/2019

**Incorporator**


18. The name and address of the incorporator of WGM Holding, Inc. are set out below.

Name	Address	City	State	Zip Code
Fausto Mendes	4700 NW Boca Raton Blvd, Ste 202	Boca Raton	Florida	33431

**Execution**

19. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 16 day of JULY, A.D. 20 19.

BY:

  
Fausto Mendes (Incorporator)**Filer Contact Information**

20. In case of filing difficulties, please contact:

Name of Filer: Fausto Mendes

Phone number: (561) 544-8862

Address: 4700 NW Boca Raton Blvd, Suite 202, Boca Raton, Florida, 33431

E-mail Address: faustogaldi@gmail.com