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ARTICLES OF INCORPORATION OF 1212 CAPITAL PARTNERS, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be: **1212 Capital Partners, Inc**.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is:

1395 Brickell Ave., Suite 800, Miami, Florida 33131

ARTICLE III
PURPOSE OF THE CORPORATION

The purpose of the corporation is to engage in any lawful activity.

ARTICLE IV
AUTHORIZED SHARES

A. Authorized Shares. The total authorized shares of this Corporation shall consist of:

1. 2,800,000 shares of voting Preferred Stock, par value $1.00 per share; and
2. 5,000,000 shares of non-voting Common Stock, par value $1.00 per share.

Shares and additional classes of shares may be issued from time to time as the Director may determine in their sole judgment and without the necessity of action by the holders of shares.

Each share of Preferred Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Preferred Stock as to dividends, dividends may be paid upon Preferred Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid the holders of Preferred Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Preferred Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

Each share of Common Stock shall not be entitled to vote. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

ARTICLE V
MANAGEMENT AND OFFICERS AND/OR DIRECTORS

For the management of the business, and for the conduct of the affairs of the corporation, and for the future definition, limitation, and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

A. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

1. To make, alter, amend, and repeal the Bylaws subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;

2. Subject to the applicable provisions of the Bylaws then in effect, to determine, from time to time, 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 stockholder inspection. No stockholder holder of Common Shares shall have any right to inspect any of the accounts, books or documents of the corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the Corporation;

3. To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after-acquired property;

4. To determine whether any and, if so, what part of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

5. To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

6. To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed,

and to determine the persons to participate in any such plans and the amount of their respective participations;

7. To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting or two or more directors, which, to the extent permitted by law and authorized by the resolution or the Bylaws, shall have and may exercise the powers of the Board;

8. To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid;

9. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the Bylaws of the Corporation.

B. Names and Addresses of Board or Directors. The name and post office addresses of the Board of Directors, which consists of one (1) position and who shall hold office until his successor is duly elected and qualified, is as follows:

Name and Title: Westiclenio-Lukas Swid / President
Address: 1395 Brickell Ave., Suite 800, Miami, FL 33156

Name and title: Westiclenio-Lukas Swid / Secretary/Treasurer
Address: 1395 Brickell Ave., Suite 800, Miami, FL 33156

C. Conflict of Interest. Unless entered into in bad faith, no contract or transaction between the Corporation and one of more of its Officers, or Shareholders, Directors or between the Corporation and one or more of its Officers, or Shareholders, Directors, or between the Corporation and any other corporation, company, partnership, association or other organization in which one or more of its Offers, Directors or Shareholders have a financial interest or are shareholders, partners, managers or officers shall be voidable solely for this reason or solely because said Officer, Director, or Shareholder was present or participated in the authorization of such contract or transaction. No Officer, Director, or Shareholder interested in such contract or transaction, because of such interest, shall be considered to be in breach of his duties to the Corporation or liable to the Corporation.

D. Outside Business. Subject to any non-competition agreement, any Shareholder, Officer or Director of the Corporation may engage or have an Interest in other business ventures and the pursuit of such ventures shall not be deemed wrongful or improper.

ARTICLE VI
ADDRESS OF REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: Trembly Law Firm, P.L.

Address: 9700 South Dixie Highway
Penthouse 1100
Miami, FL 33156

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ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Name: Westiclenio-Lukas Swid
Address: 9325 SW 77th Ave.
Apartment 144
Miami, FL 33156

ARTICLE VIII EFFECTIVE DATE

The Effective date is the date of filing.

[SIGNATURE PAGE FOLLOWS]

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.

7/17/19

Required Signature/ Registered Agent

Date

I submit this document 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 s.817.155. F.S.

7/17/19

Required Signature/ Incorporator
Westiclenio-Lukas Swid

Date

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