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(Requestor's Name)

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(City/State/Zip/Phone #)

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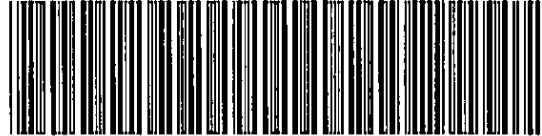
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 SEP 10 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399

N. SAMPSON

SEP 23 2018

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

September 2, 2019

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Phycorp, Inc
222 Lakeview Ave
West Palm Beach, FL 33401

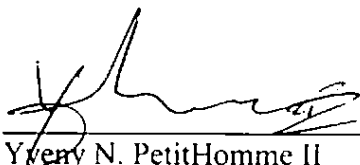
Dear Sir/Madam:

Enclosed is the original copy of Articles of Incorporation, together with our check in the amount of \$70.00

The check represents the cost of the Filing Fees and fee for Registered Agent Designation for the above named Corporation.

Email: PhycorpInc@gmail.com
Phone: 561-720-7500

Very truly yours



Yenny N. PetitHomme II
September 2, 2019

COVER LETTER

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

SUBJECT: Phycorp, 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: Yveny N PetitHomme II
Name (Printed or typed)

222 Lakeview Ave
Address

West Palm Beach, Fl. 33401
City, State & Zip

561-720-7500
Daytime Telephone number

PhycorpInc@gmail.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
Phycorp, Inc**

The undersigned incorporator does hereby make, subscribe, file, and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be: **Phycorp, Inc**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business address of this corporation is:
222 Lakeview Ave.,
West Palm Beach, Fl. 33401

The mailing address of the corporation is:
P.O. Box 812380
Boca Raton, Fl. 33481

**ARTICLE III
PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
TERM OF EXISTENCE / DURATION**

This corporation shall commence existence upon the filling of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE V
BOARD OF DIRECTOR(S) / OFFICERS**

The corporation shall establish a board of director(s). The number of director(s) may increase or decrease from time to time according to the bylaws of the corporation but shall never be less than one.

Officer: Yveny N. PetitHomme II is, President, Secretary and Treasurer.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
CAPITAL STOCK**

- i. The maximum number of shares that this corporation is authorized to issue is **1,000,000 (one million)**, shares of common stock, each share having the par value of **one cent (\$.01)**.
- ii. All common shares of stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- iii. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net asset of the Corporation.
- iv. The Board of Directors may authorize the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance. Therefore, No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature without the authorization of the Board of Director(s).
- v. The board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- vi. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE VII
REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

**ARTICLE VIII
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent is:
Yveny N. PetitHomme II, 222 Lakeview Ave., West Palm Beach, Fl. 33401

**ARTICLE IX
BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporations or any amendment hereto are granted subject to this reservation.

**ARTICLE XI
SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE XII
POWERS OF CORPORATION**

The corporations shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE XIII
SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- i. The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.
- ii. After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- iii. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend.

"The shares of stock represented by this certificate can not be transferred if such, transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of director(s), that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses

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TALLAHASSEE, FLORIDA

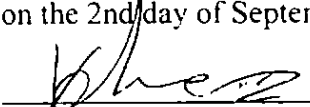
incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or 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. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XV INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is:

Yveny N. PetitHomme II
222 Lakeview Ave.,
West Palm Beach, Fl. 33401

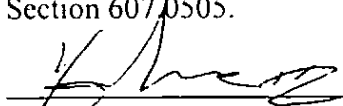
IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation on the 2nd day of September 2019.



Yveny N. PetitHomme II
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under the Florida Business Corporation Act, including Specifically Section 607.0505.



Yveny N. PetitHomme II 09/02/2019
Registered Agent