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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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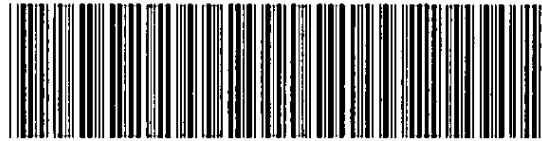
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2019 DEC 23 PM 12:02
SEAL - OFFICE OF STATE
CLERK - TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: Couch Defender, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Couch Defender, Inc.

Name (printed or typed)

2022 Essex Lane

Address

Colorado Springs, Colorado 80909

City, State & Zip

(850) 890-1421

Daytime Telephone Number

corporations@forwardlawfirm.com

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

CERTIFICATE OF DOMESTICATION

The undersigned, Gordon R. Alberti, President, Director, Shareholder,
(Name) (Title)


of Couch Defender, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 14, 2012.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Colorado.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Couch Defender, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Couch Defender, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Colorado.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Gordon R. Alberti, of 1622 Mohegan Boulevard, Kissimmee, Florida 34744

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 28 day of October, 2019


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF
INCORPORATION OF
COUCH DEFENDER, INC.

a Florida for-profit corporation

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by domestication and delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of Florida Business Corporations Act.

**ARTICLE ONE
NAME**

The name of the corporation is
Couch Defender, Inc.

**ARTICLE TWO
ADDRESSES**

The mailing address of Couch Defender, Inc. (the "Corporation") is:

1622 Mohegan Boulevard
Kissimmee, Florida 34744

The principal office address of the Corporation is:

1622 Mohegan Boulevard
Kissimmee, Florida 34744

**ARTICLE THREE
REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
214 S. Park Avenue, Second Floor
Winter Park, Florida 32789

ARTICLE FOUR STOCK

The total number of shares of stock that the Corporation has authority to issue will be 100,000 shares of Common Stock without par value, all of one class.

ARTICLE FIVE STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in the Bylaws or in a separate agreement among the stockholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise, without unanimous vote of approval of the stockholders of the Corporation.

ARTICLE SIX PREEMPTIVE SHAREHOLDER RIGHTS

The shareholders of the Corporation have preemptive rights to acquire additional shares issued by the Corporation, and any instrument which is convertible into shares of stock.

The Corporation shall at no time make any offering of its shares of capital stock which offering would constitute a public offering under the Securities Act of 1933, and any amendments thereto, or under any applicable statute of the state of Florida, without unanimous vote of approval of the stockholders of the Corporation.

ARTICLE SEVEN INCORPORATOR

The name and address of the Incorporator is as follows:

Philip K. Calandrino
Calandrino Law Firm, P.A.
d/b/a Small Business Counsel
214 South Park Avenue, Second Floor
Winter Park, Florida 32789

ARTICLE EIGHT BOARD OF DIRECTORS

The Board of Directors will have at least one Director. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE NINE LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the stockholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid: only those required by law.

ARTICLE TEN DURATION

The Corporation's duration is perpetual.

ARTICLE ELEVEN PURPOSES

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

ARTICLE TWELVE RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE THIRTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE FOURTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

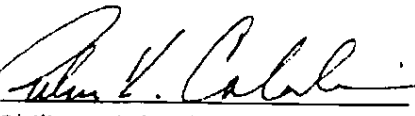
The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

**ARTICLE FIFTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective when filed.

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.


ASSURED COMPLIANCE SERVICES, LLC.

By: 
Philip K. Calandrino, Manager

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, Florida Statutes.


Philip K. Calandrino
Incorporator

I submit this document and affirm that the facts stated herein are true.



Gordon R. Alberti, Director, President