

P20000007544

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

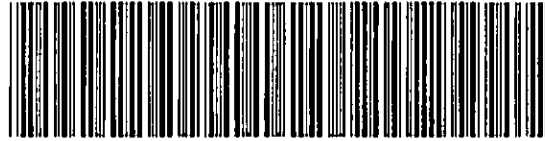
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200338660372

01/06/20--01035--013 **87.50

C RICO
JAN 6, 2020

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 JAN -6 PM 4:04

January 2, 2020

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

RE: Dartmouth Acquisition Corporation

Dear Sir or Madame,

Please find the following attached Articles of Incorporation for filing for a new corporation.

The Articles of Incorporation were approved by the shareholders through voting groups consisting of Dartmouth Acquisition Corporation as majority shareholder. Additionally, the Articles of Incorporation were adopted by the board of directors and me as Incorporator and President.

Enclosed please a check for \$87.50 to cover the fees' noted below.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	<u>\$ 8.75</u>
TOTAL	\$87.50

Once processed please send certified copy to:

Noel J. Guillama
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467
Email: noel@guillama.com

Sincerely,



Noel J. Guillama

Incorporator, President and Director

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 JAN - 6 PM 4: 04

**ARTICLES OF INCORPORATION
OF
DARTMOUTH ACQUISITION CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be **DARTMOUTH ACQUISITION CORPORATION** (hereinafter called the "Corporation"). The principle place of business shall be:

6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred Million (500,000,000) shares, consisting of (a) Forty-Five Hundred Million (450,000,000) shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), and (b) Fifty Million (50,000,000) shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock").

A statement of the powers, privileges and relative rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights provided under the FBCA (except as expressly provided under these Amended and Restated Articles of Incorporation). The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).



3. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

B. Preferred Stock

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise specifically provided in the designation and description of the series, with those of other series of the same class. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless specifically provided for herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation, to provide, by adopting a resolution or resolutions of the Board, for the designation and issuance of the undesignated Preferred Stock in one or more classes or series, each with such preferences, limitations and relative rights and privileges as shall be set forth in articles of amendment to these Amended and Restated Articles of Incorporation, which shall be filed in accordance with the FBCA. Without limiting the foregoing, the authority of the Board of Directors with respect to each such class or series shall include the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special, conditional or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, limitations or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and these Amended and Restated Articles of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of these Amended and Restated Articles of Incorporation.

C. Options, Warrants & Rights

1. The Corporation may issue options, warrants, equity units, shareholder rights, and rights for the purchase of shares of any class or series of the Corporation. The Board of Directors, in its sole discretion, shall determine the terms and conditions on which the options, warrants or rights are issued, their form and content and the consideration for which, and terms and conditions upon which, the shares are to be issued.

2. The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

ARTICLE IV - ADDRESS

The street address of the Corporation is:

6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

ARTICLE V- TERM OF EXISTENCE

This Corporation is to exist perpetually.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 JAN - 6 PM 4: 04



ARTICLE VI - DIRECTORS

This Corporation shall have three Directors initially. Additional Directors will be able to be named by the first and subsequent Board of Directors in compliance with the Corporation's bylaws. The names and address of the initial members of the Board of Directors are:

Noel J. Guillama, Incorporator, President and Director
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

Carl Larsen, Vice President and Director
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

Neil Fromer, Chairman and Director
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 JAN -6 PM 4:04

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation, as approved by the Board of Directors of Dartmouth Acquisition Corporation is:

Noel J. Guillama
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

ARTICLE VIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

Noel J. Guillama
6801 Lake Worth Road, Suite 302
Greenacres, Florida 33467

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

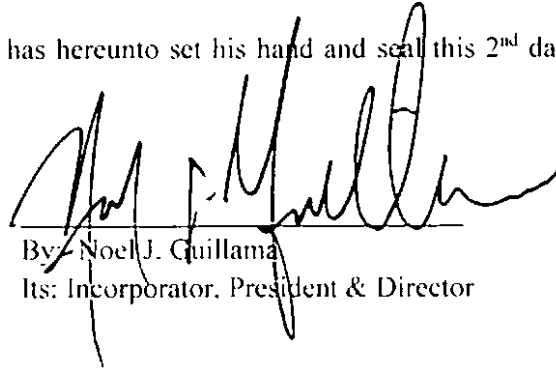
ARTICLE X- LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI- AMENDMENTS

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any and all rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2nd day of January 2020.



By: Noel J. Guillama
Its: Incorporator, President & Director