

11/4/2020

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FWP Holdings, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FWP HOLDINGS, INC.**

In compliance with the requirements of the Florida Business Corporation Act, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation shall be: FWP Holdings, Inc.

**ARTICLE II**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE III**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 2,200 shares of common stock with a par value of \$0.01 per share, of which 200 shares shall be designated "Class A Voting Common Stock" and 2,000 shares shall be designated "Class B Nonvoting Common Stock."

(b) The relative rights, privileges and limitations of the shares of Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the elections of directors and for all other purposes shall be vested exclusively in the holders of the shares of Class A Voting Common Stock and, except as otherwise required by law, the holders of the shares of Class B Nonvoting Common Stock shall not have any voting power. Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Class A Voting Common Stock or Class B Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(c) The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(d) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(e) The Board of Directors of this corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interests of this corporation.

#### **ARTICLE IV** **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE V** **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### **ARTICLE VI** **Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### **ARTICLE VII** **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE VIII**  
**Principal Office**

The street address of the principal office of this corporation is **105 W. Davis Blvd., Tampa, Florida 33606.**

**ARTICLE IX**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **1200 South Pine Island Road, Plantation, Florida 33324.** The name of the initial registered agent of this corporation at that office is **C T Corporation System.**

**ARTICLE X**  
**Incorporator**

The name and street address of this corporation's incorporator is **Luis Henry Mozas, 105 W. Davis Blvd., Tampa, Florida 33606.**

\*\*\*\*\*

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

DocuSigned by:  
By: Luis Henry Mozas  
56E0C009737F413  
Luis Henry Mozas, Incorporator

Dated: November 4, 2020

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### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

C T CORPORATION SYSTEM

Dated: November 4, 2020

By: Donna Peterson-Riggs

Name: Donna Peterson-Riggs

Title: Assistant Secretary

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