

12/4/2020

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Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
FIDUCIA AI CORP**

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**ARTICLES OF INCORPORATION
OF
FIDUCIA AI, CORP.**

a Corporation organized under the laws of the State of Florida

The undersigned subscribe to these Articles of Incorporation each competent as an incorporator pursuant to the provisions of sections 607.201, Florida Statutes, desiring to associate for the purpose of forming a corporation pursuant to chapter 607, Florida Business Corporation Act and pursuant to the provisions of the statutes of the State of Florida providing for the formation, liabilities, privileges and immunities of a corporation for profit, do hereby certify as follows:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be **FIDUCIA AI, CORP.**

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

The general purposes for which this Corporation is organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida Business Corporation Act but more specifically for cyber security artificial intelligence.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at:

1317 Edgewater Drive
Suite 1680
Orlando, FL 32804

**ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:
1317 Edgewater Drive, Suite 1680, Orlando, FL 32804

The name of the initial Registered Agent at that address is:

**Boyer Law Firm P.L.
9471 Baymeadows Rd.,
Suite 406,**

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Jacksonville FL 32256

**ARTICLE V.
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be three (3) and the names and address of each person who is to serve as a member thereof is as follows:

<u>NAME OF DIRECTORS</u>	<u>ADDRESS</u>
Jefferson Dance	44 23rd Street, Wasaga Beach, ON, Canada L9Z2G4
Kenneth Doige	1501-6 Toronto St., Barrie, ON, Canada L4N 9R2
Dr. Joesph Geraci	58 Patrick Dr, Whitby, ON, Canada, L1R 2L3

The mailing address of the initial principal office of the Corporation is:

1317 Edgewater Drive, Suite 1680, Orlando, FL 32804

**ARTICLE VI.
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated as "Common Shares."

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

ONE THOUSAND (1,000) SHARES
of
COMMON STOCK
With a Par Value of \$1.00 Per Share
[the "Common Stock"]

**ARTICLE VII.
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

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<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
JKCO 8 Holdings LLC	140	140
SBAI LLC	170	170
COCTAIL CLOSINGS INC	140	140
KENNETH DOIGE	150	150
NETRAMARK GROUP	400	400

**ARTICLE VIII.
INCORPORATORS**

The name and address of the each incorporator is:

Name	Address
Jefferson Dance	44 23rd Street, Wasaga Beach, Ontario, L9Z2G4

**ARTICLE IX.
BOARD OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

**ARTICLE X.
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XI.
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

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**ARTICLE XII.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

**ARTICLE XIII.
EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 607.0825, Florida Statutes.

**ARTICLE XIV.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XV.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XVI.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XVII.
OFFICERS**

The Officers of this Corporation shall consist of a President, Chief Executive Officer and a Chief Revenue officer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

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**ARTICLE XVIII.
DURATION OF CORPORATE EXISTANCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE XIX.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §607.0831.

**ARTICLE XX.
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto, by setting their hand and seal, executed these Articles of Incorporation on this 3 day of December, 2020.



Jefferson Dance, as Incorporator of
FIDUCIA AI, CORP.

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TALLAHASSEE, FLORIDA

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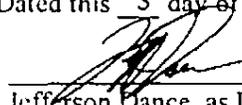
**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
FIDUCIA AI, CORP.**

a Corporation organized under the laws of the State of Florida

In compliance with Fla. Stat. §48.091, the following is submitted:

That **FIDUCIA AI, CORP.**, a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, at 1317 Edgewater Drive 1680, Orlando, FL 32804, has named , Boyer Law Firm P.L located at 9471 Baymeadows Rd., Suite 406, Jacksonville FL 32256, as its agent to accept service of process within this State.

Dated this 3 day of December, 2020.



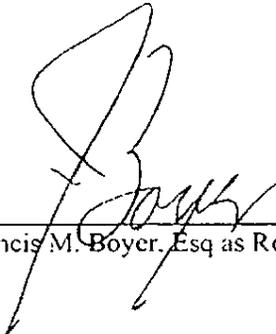
Jefferson Dance, as Director of FIDUCIA AI,
CORP.

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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN so named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 4 day of December, 2020.



Francis M. Boyer, Esq as Registered Agent

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