

P200000096730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

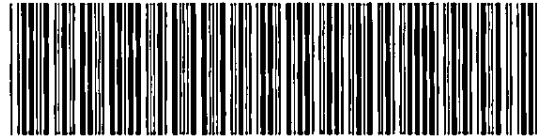
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
2020 DEC 11 PM 12:47
TALLAHASSEE, FLORIDA

FILED
2020 DEC 11 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FL

DEC 15 2020



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/15/2020

Name: Merritt Walker

Reference #: 1297462

Entity Name: ZCOUNSEL INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

FILE FIRST

☐ Reinstatement

☐ Conversion

☐ Merger

**PLEASE RETAIN ORIGINAL
DATE OF SUBMISSION
12/11/2020**

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70

Signature: *mw*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2020

COGENCY

SUBJECT: ZCOUNSEL INC
Ref. Number: W20000141108

We have received your document for ZCOUNSEL INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal office address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist III

Letter Number: 320A00025072



December 10, 2020

Department of State
Division of Corporations
Tallahassee, FL 32314

Re: Use of ZCOUNSEL name by Zcounsel Inc., a corporation to be formed in Florida

To whom it may concern:

Zcounsel LLC is a New York Limited Liability Company that has registered to do business in Florida. The sole member of Zcounsel LLC desires to form a new corporation in Florida and use the name Zcounsel Inc.

The undersigned being the sole member and the Manager of Zcounsel LLC hereby consents to the use of the Zcounsel name by Zcounsel Inc. in its filings in Florida.

Kind regards,

Joel Zychick

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2020 DEC 11 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FL

CERTIFICATE OF INCORPORATION
OF
ZCOUNSEL INC.
DECEMBER 10, 2020

Article I. CORPORATION NAME. The name of the corporation is **Zcounsel Inc.** (the "Company").

Article II. REGISTERED AGENT. The address of the Company's registered office in the State of Florida is 429 Lenox Ave. Suite 451, Miami Beach, FL 33139. The name of its registered agent at such address is Joel Zychick.

ARTICLE III. PRINCIPAL OFFICE ADDRESS. The address of the Company's principal office in the State of Florida is 429 Lenox Ave. Suite 451, Miami Beach, FL 33139.

Article IV. CORPORATE PURPOSE. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized in the State of Florida.

Article V. CAPITAL STOCK. This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 1,000 with par value of \$0.0001 per share.

Article VI. INCORPORATOR. The name and mailing address of the incorporator is: **Joel Zychick, 400 S. Pointe Drive, Suite 404, Miami Beach, FL 33139.**

Article VII. BOARD'S AUTHORITY TO AMEND BYLAWS. In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

Article VIII. ELECTION OF DIRECTORS. Elections of directors need not be by written ballot unless otherwise provided in the Company's bylaws.

Article IX. INDEMNIFICATION. To the fullest extent permitted by the F.S., a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

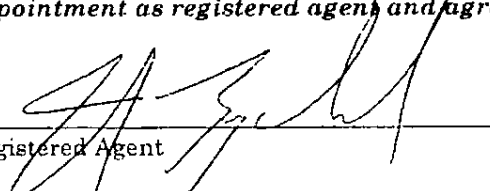
The Company shall have the power to indemnify, to the extent permitted by State law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Article X. RIGHT TO FURTHER AMENDMENTS. Except as provided in Article IX above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

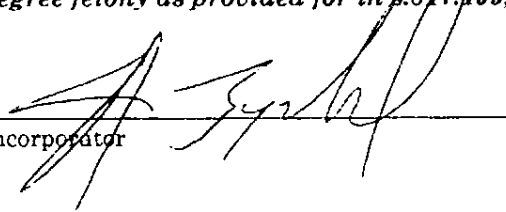
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Registered Agent

12/10/20
Date

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 s.817.155, F.S.



Incorporator

12/10/20
Date

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TALLAHASSEE, FL