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(Requestor's Name)

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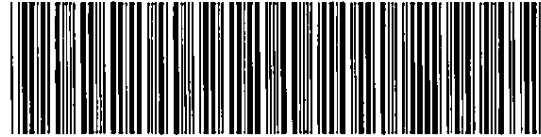
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12.29

**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 12/28/2020

**\*\*WALK IN\*\***

ENTITY NAME NORTHWIND HOLDING INTERNATIONAL INC.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$70.00

ACCOUNT #: I20160000072

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**ARTICLES OF INCORPORATION**  
**OF**  
**NORTHWIND HOLDINGS INTERNATIONAL INCORPORATED**

(A Florida Corporation)

The undersigned, for the purpose of forming a corporation under the Florida Statutes 607, Florida Business Corporation Act, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

The name of the Florida Corporation shall be NORTHWIND HOLDINGS INTERNATIONAL INCORPORATED ("Corporation").

**ARTICLE TWO**  
**PURPOSE**

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

**ARTICLE THREE**  
**EXISTENCE AND DURATION**

The corporate existence of the Corporation shall be effective December 24, 2020 and the duration of the Corporation shall be perpetual.

**ARTICLE FOUR**  
**PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is: 10524 Moss Park Road, Suite 204-641, Orlando, Florida 32832.

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## ARTICLE FIVE SHARES

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE MILLION (5,000,000) shares of common stock, each share having the par value of One Dollar (\$1.00).

5.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

5.3 All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive net assets of the Corporation.

5.4 No holder of shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.5 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.6 The Board of Directors of the Corporation may, by Restrictive Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

## ARTICLE SIX SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

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**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of two (2) persons whose names are as follows:

James Miller  
10524 Moss Park Road, Suite 204-641  
Orlando, Florida 32832

Emmese Miller  
10524 Moss Park Road, Suite 204-641  
Orlando, Florida 32832

The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of the directors shall be done in accordance with the Bylaws. The directors shall be protected for all personal liability to the fullest extent permitted by law.

**ARTICLE EIGHT  
REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE NINE  
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jacinta M. Mathis, Esquire 10524 Moss Park Road, Suite 204-641, Orlando, Florida 32832.

**ARTICLE TEN  
INCORPORATORS**

The initial incorporators are James and Emmese Miller, whose address is 10524 Moss Park Road, Suite 204-641, Orlando, Florida 32832.

**ARTICLE ELEVEN  
QUORUM AND VOTING**

A majority of the Voting Directors shall constitute a quorum at a meeting of the Board. If a quorum is present, the affirmative vote of the majority of the Directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board.

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**ARTICLE TWELVE  
INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the minutes of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE THIRTEEN  
THE BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN  
INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer,

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employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE FIFTEEN  
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless the Corporation adopts more specific provisions for amendments.

**ARTICLE SIXTEEN  
HEADINGS AND CAPTIONS**

The headings and captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of various Articles shall not be influenced by any of the headings or captions.


**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation in and a manner and form sufficient to bind them this 29 day of October 2020.

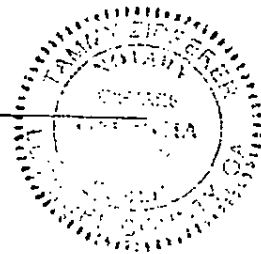
  
JAMES MILLER, Incorporator

  
EMMESE MILLER, Incorporator

STATE OF Georgia  
COUNTY OF Lowndes

Sworn to or affirmed and signed before me on this 29<sup>th</sup> day of October 2020 by JAMES MILLER, Affiant, who has produced Georgia Driver's License #052121821 as identification and who did take an oath.



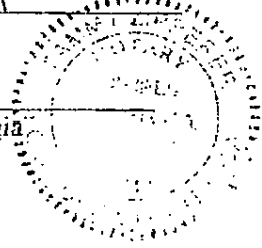


STATE OF Georgia  
COUNTY OF Lowndes

Notary Public State of Georgia

Sworn to or affirmed and signed before me on this 29<sup>th</sup> day of October 2020 by EMMESE MILLER, Affiant, who has produced Georgia Driver's License 060740991 as identification and who did take an oath.

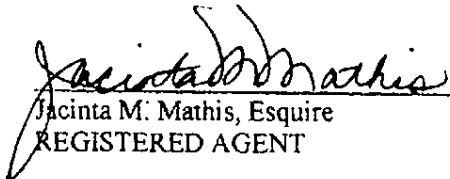
  
Notary Public State of Georgia



**ACCEPTANCE BY REGISTERD AGENT**

The undersigned hereby accepts the appointment as Registered Agent of NORTHWIND HOLDINGS INTERNATIONAL INCORPORATED which is contained in the foregoing Articles of Incorporation.

Dated this 31<sup>st</sup> day of October 2020.

  
Jacinta M. Mathis, Esquire  
REGISTERED AGENT

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