

1/19/2021

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE POWERFUL GEISHA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
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2021 JAN 19 17:16:47 2021 JAN 19 PM 4:12

Electronic Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
THE POWERFUL GEISHA, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

**ARTICLE I**

The name of the corporation is THE POWERFUL GEISHA, INC.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III**

The corporation is organized for the purposes of Nutrition Counseling and any other business.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

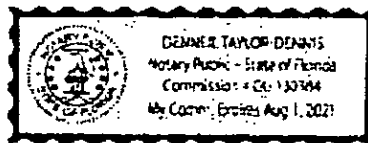
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STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared LAURE ANN WIGGAN known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 14<sup>th</sup> day of January 2021.



*Danner Dennis*  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: Aug 1, 2021

2021 JAN 19 PM 6:57

ROBINSON & COMPANY  
17800 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

#### **ARTICLE V**

The name of the initial registered agent of this corporation is LAURE ANN WIGGAN. The street address of the initial registered office of the corporation in the State of Florida is 1314 E LAS OLAS BLVD #84 FORT LAUDERDALE, FL 33301.

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

LAURE ANN WIGGAN

1314 E LAS OLAS BLVD # 84  
FORT LAUDERDALE, FL 33301

#### **ARTICLE VII INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is LAURE ANN WIGGAN of 1314 E LAS OLAS BLVD #84 FORT LAUDERDALE, FL 33301.

### ARTICLE VIII BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.


### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

### ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 14<sup>th</sup> day of January 2021.

  
LAUREANN WIGGAN

2021 JAN 19 PM 6:56

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

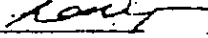
In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that THE POWERFUL GEISHA, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1314 E LAS OLAS BLVD # 84 FORT LAUDERDALE, FLORIDA 33301, has named LAURE ANN WIGGAN of 1314 E LAS OLAS BLVD # 84, FLORIDA 33301, as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 14<sup>th</sup> day of January, 2021.

BY:   
LAURE ANN WIGGAN  
Registered Agent

2021 Jan 19 PM 6:56

**CONSENT TO ACTION TAKEN IN LIEU OF PRE-ORGANIZATION MEETING**  
**OF**  
**THE POWERFUL GEISHA, INC.**

The undersigned being the incorporators of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on 1/14/2021 with the Secretary of State of Florida was approved and inserted in the book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

LAURE ANN WIGGAN

The person(s) whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office	Name
President	LAURE ANN WIGGAN
Vice-President	LAURE ANN WIGGAN
Secretary	LAURE ANN WIGGAN
Treasury	LAURE ANN WIGGAN

2021 JAN 19 17:06:58

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel or the corporation were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

2021 Jan 19 AM 6:58



**ISSUANCE OF INITIAL SHARES**

a) **ACKNOWLEDGEMENT OF SUBSCRIPTIONS:** The Corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
LAURE ANN WIGGAN	100%	1.00

b) **PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certificate against receipt of the subscription prices.

c) **NONASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

d) **ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

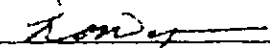
e) **DESIGNATION OF BANK DEPOSITORY:** The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as an appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provision of section 1372 of the Internal Revenue Code and the proper officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of THE POWERFUL GEISHA, INC. on the date indicated below:

Name of Director

Date of Execution

  
LAURE ANN WIGGAN

1/14/2021

#### SUBCHAPTER S ELECTION RESOLUTION

RESOLVED, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all of the Stockholders of the corporation evidencing their consent to the said election.

2021 JAN 19 11:06:58

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager AMBR = Authorized Member

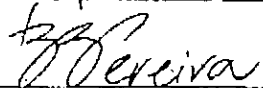
Title	Name	Address	Type of Action
AMBR	SHIVELUCH INVESTMENTS LTD	MARCY BUILDING 2 <sup>ND</sup> FL PURCELL ESTATE	REMOVE <input checked="" type="checkbox"/>
		ROAD TOWN TORTOLA BM	ADD <input type="checkbox"/>
AMBR	BASILE PEREIRA, LUIZ FERNANDO	RUA CORVETA CAMACUA, 157	REMOVE <input type="checkbox"/>
		SAO PAULO, SP 05619-020	ADD <input checked="" type="checkbox"/>
AMBR	BASILE PEREIRA, EDUARDO	RUA COMANDANTE ISMAEL GUILHERME, 168	REMOVE <input type="checkbox"/>
		SAO PAULO, SP 04031-120 BR	ADD <input checked="" type="checkbox"/>
AR	BASILE PEREIRA, RENATA BASILE	15385 SHONAN GOLD DRIVE	REMOVE <input checked="" type="checkbox"/>
		WINTER GARDEN, FL 34787	ADD <input type="checkbox"/>
AR	BASILE PEREIRA, RENATA	15385 SHONAN GOLD DRIVE	REMOVE <input type="checkbox"/>
		WINTER GARDEN, FL 34787	ADD <input checked="" type="checkbox"/>

C. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)


D. Effective date, if other than the date of filing: (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

DATED: 01/14, 2021

  
 Signature of a member or authorized representative of a member  
 Renata Basile Pereira

  
 Signature of a member or authorized representative of a member  
 Luiz Fernando Basile Pereira

  
 Signature of a member or authorized representative of a member  
 Eduardo Basile Pereira

2021 JAN 19 AM 6:50