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FLORIDA PROFIT/NON PROFIT CORPORATION
Harrington Coliving Services Inc.

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Corporate Filing Menu

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Harrington Coliving Services Inc.

Article II. Address

The street address of the Corporation's initial principal office is:
Harrington Coliving Services Inc.
1680 Michigan Ave, Suite 700 #254
Miami Beach FL 33139

Article III. Mailing Address

The mailing address of the Corporation's initial principal office is:
Harrington Coliving Services Inc.
1680 Michigan Ave, Suite 700 #254
Miami Beach FL 33139

Article IV. Registered Agent

The name and address of the Corporation's registered agent is:
Hayati Sumbul
1520 Jefferson Ave, #1
Miami Beach FL 33139

Article V. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Hayati Sumbul
Yunus Emre Acikgonul

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VI. Capital Stock

The Corporation shall have the authority to issue 10,000 shares, par value \$1.00 per share, as given below:

2,000 Class A Common shares;

2,000 Class B Common shares;

2,000 Class C Common shares;

2,000 Class D Common shares; and

2,000 Class E Preference shares

Share Provisions

1. The rights, privileges, restrictions and conditions attaching to the Class A Common shares are as follows:

(a) Payment of Dividends: Subject to paragraph 5(f), the holders of the Class A Common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in its sole discretion declare dividends on the Class A Common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Common shares shall be entitled to receive assets of the Corporation upon such a distribution concurrently with the holders of the Class B, C and D Common shares. Such distribution shall be made in equal amounts per share on all the Class A, B, C and D Common shares at the time outstanding without preference or distinction.

(c) **Voting Rights:** The holders of the Class A Common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each Class A Common share held at all such meetings.

(d) **Registered Head Office of the Corporation:** The holders of the Class A Common shares shall be entitled to choose the registered Head Office of the Corporation from time to time.

2. The rights, privileges, restrictions and conditions attaching to the Class B Common shares are as follows:

(a) **Payment of Dividends:** Subject to paragraph 5(f), the holders of the Class B Common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in its sole discretion declare dividends on the Class B Common shares to the exclusion of any other class of shares of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class B Common shares shall be entitled to receive assets of the Corporation upon such a distribution concurrently with the holders of the Class A, C and D Common shares. Such distribution shall be made in equal amounts per share on all the Class A, B, C and D Common shares at the time outstanding without preference or distinction.

(c) **Voting Rights:** The holders of the Class B Common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each Class B Common share held at all such meetings.

(d) **Registered Head Office of the Corporation:** The holders of the Class B Common shares shall not be entitled to choose the registered Head Office of the Corporation from time to time.

3. The rights, privileges, restrictions and conditions attaching to the Class C Common shares are as follows:

(a) **Payment of Dividends:** Subject to paragraph 5(f), the holders of the Class C Common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in its sole discretion declare dividends on the Class C Common shares to the exclusion of any other class of shares of the Corporation.

(b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class C Common shares shall be entitled to receive assets of the Corporation upon such a distribution concurrently with the holders of the Class A, B and D Common shares. Such distribution shall be made in equal amounts per share on all the Class A, B, C and D Common shares at the time outstanding without preference or distinction.

(c) Voting rights: The holders of the Class C Common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation. Holders of the Class C Common shares shall be entitled to 1 vote in respect of each Class C Common share held at all such meetings.

4. The rights, privileges, restrictions and conditions attaching to the Class D Common shares are as follows:

(a) Payment of Dividends: Subject to paragraph 5(f), the holders of the Class D Common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in its sole discretion declare dividends on the Class D Common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class D Common shares shall be entitled to receive assets of the Corporation upon such a distribution concurrently with the holders of the Class A, B and C Common shares. Such distribution shall be made in equal amounts per share on all the Class A, B, C and D Common shares at the time outstanding without preference or distinction.

(c) Voting rights: The holders of the D Common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and have no voting rights in respect of each Class D Common share.

5. The rights, privileges, restrictions and conditions attaching to the Class E Preference shares are as follows:

(a) Payment of Dividends: The holders of the Class E Preference shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. The board of directors may in its sole discretion declare dividends on the Class E Preference shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class E Preference Shares shall be entitled to receive in respect of each such share, before any distribution of any part of the assets of the Corporation among the holders of the Class A, B, C and D Common Shares and any other shares of the Corporation ranking junior to the Class E Preference Shares, an amount equal to the Redemption Price. After payment to the holders of the Class E Preference Shares of the amount so payable to such holders as herein provided, the holders of the Class E Preference Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

(c) Voting Rights: The holders of the Class E Preference shares shall not be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the corporation and have no voting rights in respect of each Class E Preference share.

(d) Redemption: The Class E Preference Shares are redeemable as follows:

i. The directors may determine, at any time and from time to time, to redeem the whole or any part of the then outstanding Class E Preference Shares (such share or shares are referred to as the "Redeemed Share" or "Redeemed Shares" as the case may be);

ii. The procedure for such redemption, including the giving of notice, if any, shall be determined by the directors, acting reasonably;

iii. The Class E Preference Shares may be redeemed either on a pro-rata basis or otherwise;

iv. The redemption price shall be an amount per Redeemed Share equal to:

aa. the amount recorded in the stated capital account maintained in respect of the Class E Preference Shares at the particular time divided by the aggregate number of Class E Preference Shares outstanding at the particular time; plus

bb. all declared and unpaid non-cumulative cash dividends on such share;

the aggregate redemption price is referred to, in the case of each registered holder, as the "Redemption Amount";

v. On or after the date specified for redemption (the "Redemption Date") the registered holders of the Redeemed Shares shall be entitled to payment of the Redemption Amount on presentation and surrender at the Corporation's registered office or other place designated by the directors in the notice of redemption, of certificates for the Redeemed Shares, endorsed for transfer to the Corporation;

vi. If less than all of the Class E Preference Shares represented by any certificate are redeemed, the registered holder shall be entitled to receive a new certificate for the number of shares represented by the original certificate which are not redeemed;

vii. From and after the Redemption Date, the holders of the Redeemed Shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect of the Redeemed Shares unless the Corporation has defaulted on payment of the Redemption Amount.

(e) Retraction: The Class E Preference Shares are retractable as follows:

i. Any holder of Class E Preference Shares shall be entitled to require the Corporation to redeem, at any time and from time to time, all or any of the Class E Preference Shares registered in the name of such holder (such share or shares are referred to as the "Retracted Share" or "Retracted Shares" as the case may be);

ii. A Certificate or Certificates for the Retracted Shares, endorsed for transfer to the Corporation, shall be tendered to the Corporation at the registered office of the Corporation together with a notice in writing specifying:

aa. that the registered holder desires to have the Class E Preference Shares represented by such certificate(s) redeemed, or the number of shares which the holder desires to have redeemed if such number is less than the total number of shares represented by the certificate(s); and

bb. the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such shares;

iii. The Retraction Date shall not, without the consent in writing of the Corporation, be less than 30 days after the day on which the notice in writing is given to the Corporation;

iv. The Corporation shall redeem the Retracted Shares on the Retraction Date;

- v. The retraction price shall be the Redemption Amount;
 - vi. If less than all of the Class E Preference Shares represented by any certificate are redeemed, the registered holder shall be entitled to receive a new certificate for the number of shares represented by the original certificate which are not redeemed;
 - vii. From and after the Retraction Date, the holders of the Retracted Shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect of the Retracted Shares unless the Corporation has defaulted on payment of the Redemption Amount.
- (f) Restriction on Dividends and Other Distributions: No dividends shall at any time be declared and paid, or declared and set aside for payment, and no other distributions shall at any time be made on or in respect of the Class A, B, C and D Common Shares or any other class of shares of the Corporation ranking junior to the Class E Preference Shares, if the payment or setting aside for payment of such dividend or the making of such distribution would impair the ability of the Corporation to redeem any Class E Preference Shares.

Article VII. Incorporator

The name and address of the incorporator is:

Computershare Governance Services, Inc.
801 US Highway 1
North Palm Beach, FL 33408

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Harrington Coliving Services Inc.

REGISTERED AGENT/OFFICE:

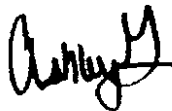
Hayati Sumbul

1520 Jefferson Ave, #1

Miami Beach

FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



HAYATI SUMBUL

By: Ashley Goldsmith, Attorney-in-Fact

Date: 1/25/2021.

Corporate Creations International
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 25, 2021.

The undersigned incorporator executed these Articles of Incorporation on January 25, 2021.



Yunus Emre Acikgonul



Hayati Sumbul