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DATE: 2/3/2021

NAME: QUANTUM PHI INC

TYPE OF FILING: ARTICLES

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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Quantum Phi Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
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 Status

ADDITIONAL COPY REQUIRED

FROM: Jonathan Leinwand

Name (Printed or typed)

18305 Biscayne Blvd. Suite 200

Address

Aventura, FL 33160

City, State & Zip

954-903-7856

Daytime Telephone number

jonathan@jdlpa.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION OF
QUANTUM PHI, INC.

Pursuant to Chapter 607 Florida Statutes (the Florida Business Corporation Act), the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is QUANTUM PHI, INC.

ARTICLE II
Purpose

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III
Authorized Shares

Section 1. The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.0001 per share and 10,000 shares of preferred stock having a par value of \$.001 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. Each share of the common stock of the corporation shall be entitled to one vote on all matters requiring a vote of the shareholders and, subject to the rights of the holders of any outstanding shares of preferred stock, shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the board of directors. In the event of any liquidation, dissolution, or winding up of the corporation, either voluntary or involuntary, subject to the rights of the holders of any outstanding shares of preferred stock, the holders of common stock shall be entitled to share ratably, according to the number of shares held by them, in all remaining assets of the corporation available for distribution.

Section 3. The board of directors is authorized, at any time or from time to time, to issue preferred stock and (i) to divide the shares of preferred stock into series; (ii) to determine the distinguishing designation for any such series; (iii) to determine the number of shares in any such series; and (iv) to determine with respect to the shares of any such series:

(A) whether the holders thereof shall be entitled to cumulative, noncumulative, or partially cumulative dividends and, with respect to shares entitled to dividends, the dividend rate or rates, including without limitation the methods and procedures for

determining such rate or rates, and any other terms and conditions relating to such dividends;

(B) whether, and if so to what extent and upon what terms and conditions, the holders thereof shall be entitled to rights upon the liquidation of, or upon any distribution of the assets of, the corporation;

(C) whether, and if so upon what terms and conditions, such shares shall be convertible into, or exchangeable for, other securities or property;

(D) whether, and if so upon what terms and conditions, such shares shall be redeemable;

(E) whether the shares shall be subject to any sinking fund for the purchase or redemption of such shares and, if so, the terms of such fund;

(F) whether the holders thereof shall be entitled to voting rights and, if so, the terms and conditions for the exercise thereof; and

(G) whether the holders thereof shall be entitled to other preferences or rights and, if so, the qualifications, limitations, or restrictions of such preferences or rights.

ARTICLE IV Principal and Registered Office

Section 1. Principal Office. The street address of the principal office of the corporation is 1835 NE Miami Gardens Dr #272, North Miami Beach, FL 33179.

Section 2. Registered Agent and Office. The Registered of Agent of the Company authorized to receive service of process shall be Jonathan D. Leinwand, P.A. having an office at 18305 Biscayne Blvd., Suite 200, Aventura, FL 33160. The Board of Directors of the Company may change the registered agent and registered office pursuant to the Bylaws and Florida Stat. Chapter 607.

ARTICLE V Number of Directors

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1 nor more than 7.

ARTICLE VI Certain Business Combinations

Section 1. The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Section 2. The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VII Board of Directors

Section 1. Except as may be otherwise fixed by or pursuant to the provisions of these Articles of Incorporation, as amended from time to time, relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, (i) the number of the directors of the corporation shall be fixed from time to time by or pursuant to the bylaws of the corporation and (ii) any vacancy on the board of directors resulting from an increase in the number of directors or from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the board of directors. Any director elected in accordance with the preceding sentence shall hold office until the next annual election of directors by the shareholders and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director. Directors who are elected at an annual meeting of shareholders shall be elected to hold office for a term expiring at the next annual meeting of shareholders following their election.

Section 2. Advance notice of shareholder nominations for the election of directors shall be given in the manner provided in the bylaws of the corporation.

Section 3. Subject to the rights of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect directors under specified circumstances, any director may be removed from office, with or without cause, only by the majority vote of the Board of Directors or by the affirmative vote of the holders of 80 percent of the combined voting power of the then outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VIII Shareholder Action

Any action required or permitted to be taken by the shareholders of the corporation that may be taken at an annual or special meeting of such holders may be effected by consent in writing by such holders. Special meetings of the shareholders of the corporation shall be held whenever called by the Chief Executive Officer, the President, the Board of Directors, or the holder or holders of not less than a majority of the combined voting power of the then outstanding shares of stock entitled to vote thereat, or at the request of such holder or holders by the Secretary or an Assistant Secretary.

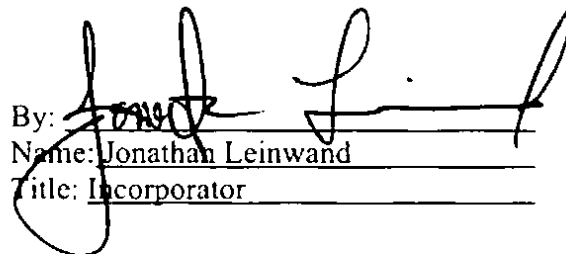
ARTICLE IX
Amendment of Articles of Incorporation and Bylaws

Section 1. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

Section 2. The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors, provided that any such adoption, alteration, amendment or repeal of the bylaws shall not be inconsistent with these Articles of Incorporation. The bylaws of the corporation may be altered, amended or repealed, and new bylaws may be adopted, by shareholders only if such alteration, amendment, repeal or adoption is approved by the affirmative vote of the holders of at least 67 percent of the voting power of the then outstanding shares of stock of all classes and series of the corporation entitled to vote generally in the election of directors, voting together as a single class.

IN WITNESS WHEREOF, the undersigned has executed these A Articles of Incorporation, this 14th day of January 2021.

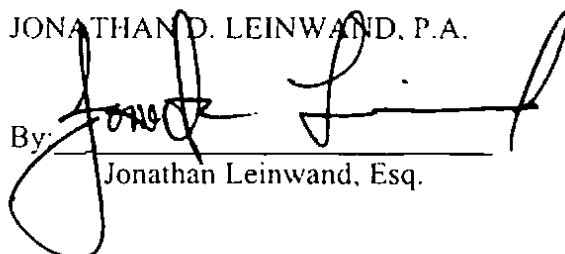
QUANTUM PHI, INC.

By: 
Name: Jonathan Leinwand
Title: Incorporator

Acceptance by Registered Agent

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.

JONATHAN D. LEINWAND, P.A.

By: 
Jonathan Leinwand, Esq.

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