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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 18, 2021

THEODORE M WEITZ  
35 N CHATSWORTH AVE APT 4M  
LARCHMONT, NY 10538

SUBJECT: HELLOFACT INC.  
Ref. Number: W21000070106

We have received your document for HELLOFACT INC. and your check(s) totaling \$87.50. 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.

Matthew T Moon  
Regulatory Specialist II Supervisor

Letter Number: 621A00010499

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CLERK OF THE  
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TALLAHASSEE, FLORIDA

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# FERDINAND IP

LAW GROUP

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Reply to: Theodore M. Weitz, Esq.

[tweitz@FIPLawGroup.com](mailto:tweitz@FIPLawGroup.com)

Phone: (914) 979-2999

Admitted in New York and New Jersey

April 2, 2021

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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2021 MAY 26 AM 9:56  
TALLAHASSEE, FLORIDA

Re: HelloFact Inc.

Dear Sirs:

Enclosed herewith are Articles of Incorporation for a new entity, HELLOFACT INC. and a consent from Mr. Eric Frank to act as registered agent therefor, as well as a check for \$87.50 for a certified copy and a certificate of status. Please file the enclosed and send me the filing acknowledgment either by electronic mail, at [tweitz@fiplawgroup.com](mailto:tweitz@fiplawgroup.com) or by mail at the following address:

Theodore M. Weitz  
35 N. Chatsworth Ave.  
Apt. 4M  
Larchmont, NY 10538

Should you have any questions, please feel free to email me at the above address or call me at 914 979 2999

Sincerely yours,



Theodore M. Weitz

F E R D I N A N D I P . C O M

**NEW YORK OFFICE**

450 7th Avenue  
Suite 1300  
New York, NY 10123  
P +1 (212) 220 0523  
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**WESTPORT OFFICE**

1221 Post Road East  
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**SILICON VALLEY OFFICE**

800 W. El Camino Real  
Mountain View, CA 94040  
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**ARTICLES OF INCORPORATION  
OF  
HELLOFACT INC.**

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TALLAHASSEE, FLORIDA

**FIRST:** The name of this corporation is **HELLOFACT INC.** (the "Corporation")

**SECOND:** The address of the Corporation's registered office and principal place of business in the State of Florida is 10090 Lake Vista Court, Parkland, FL 33076. The name of its registered agent at such address is Eric Frank.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, \$.0001 par value per share ("Common Stock").

**FIFTH:** The Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation. The Corporation elects to have preemptive rights, and such preemptive rights may apply to shares issued to officers or directors; shares issued within six months of the date of incorporation; and shares issued for consideration other than money, as determined by the Board.

**SIXTH:** The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the stockholders of this Article NINTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article TENTH, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article TENTH or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article TENTH is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or non-officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article TENTH shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this certificate of incorporation, the Bylaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article TENTH; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article TENTH.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article TENTH shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors, and administrators.

**ELEVENTH:** The Corporation may provide in its Bylaws for any vote or action by directors or shareholders to be done by written consent as provided in Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

**TWELFTH:** The name and mailing address of the incorporator is Theodore M. Weitz, Ferdinand IP Law Group, 1221 Post Road East, Suite 302, Westport, Connecticut 06880.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, I have signed this certificate of incorporation this 31st day of March 2021.



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Theodore M. Weitz, Incorporator  
Ferdinand IP Law Group  
1221 Post Road East, Suite 302  
Westport, Connecticut 06880  
Tel: 914 979 2999  
Email: [tweitz@fiplawgroup.com](mailto:tweitz@fiplawgroup.com)

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2021 MAY 26 AM 9:56  
TALLAHASSEE, FLORIDA

April 1, 2021

Department of State  
Division of Corporations  
Corporate Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of HELLOFACT INC.

Dear Sirs:

My name is Eric frank, and I write this letter in connection with the incorporation of HELLOFACT Inc., a new business. I agree to act as registered agent for HELLOFACT Inc. and my address as registered agent is the following:

Eric Frank  
10090 Lake Vista Court  
Parkland, FL 33076

I am familiar with the requirements of Section 607.0501 of the Florida Business Corporation Act and accept the obligations of a registered agent as provided therein.

Sincerely yours,



---

Eric Frank

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