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Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION
VWA Group, Inc.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
VWA GROUP, INC.**

July 1, 2021

In compliance with the requirements of the Florida Corporation Business Act (the "Act"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation and does hereby certify as follows:

ARTICLE I – NAME AND EFFECTIVE DATE

The name of the Corporation shall be: VWA GROUP, INC. (the "Corporation"). The effective date for the Corporation shall be the date of the filing of these Articles of Incorporation.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business/mailling address of the Corporation is 469 Ena Road, Suite 708, Honolulu, HI 96815.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the Act.

ARTICLE IV – SHARES

Section 4.1 **Authorized Shares.** The total number of shares of capital stock which the Corporation shall have authority to issue at any one time is Ten Million (10,000,000) shares, consisting of Eight Million (8,000,000) shares of common stock, \$.0001 par value per share (the "Common Stock"); and Two Million (2,000,000) shares of preferred stock, \$.0001 par value per share (the "Preferred Stock").

Section 4.2 **Common Stock.** Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholder except as the right to exercise such vote may be limited by the provisions of these Articles of Incorporation or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

Section 4.3 **Preferred Stock.** The Preferred Stock may be created and issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the

Corporation may determine, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series.

ARTICLE V- DIRECTORS

The number of directors that shall constitute the Board of Directors of the Corporation shall be at least one (1) with the exact number to be fixed, increased or decreased from time to time in the manner prescribed in the Bylaws of the Corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE VI- AMENDMENTS TO BYLAWS

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

ARTICLE VII – INCORPORATOR

The name and street address of the Corporation's incorporator is:

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach, FL 33408

ARTICLE VIII – REGISTERED AGENT

The name and Florida street address of the registered office is:

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach, FL 33408

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a “**Covered 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, and whether formal or informal (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she 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, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys’ fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article 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.

ARTICLE X – AFFILIATED TRANSACTIONS

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

ARTICLE XI – CONTROL SHARE ACQUISITIONS

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

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation as of the date first above written and affirms that the facts stated herein are true and that the undersigned is aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

VWA GROUP, INC.

By: Computershare Governance Services Inc.,
Incorporator

By: Lu
Name: Lauren Underwood
Title: Special Secretary

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 Article VIII of these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CORPORATE CREATIONS NETWORK INC.

By: Lu
Name: Lauren Underwood
Title: Special Secretary