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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Bod Brands Franchising, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

7/20/21

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ARTICLES OF INCORPORATION FOR A FLORIDA FOR PROFIT CORPORATION

The undersigned Incorporator, pursuant to the provisions of Chapter 607 of the Florida Statutes also known as the Florida Business Corporation Act (the "Act") desires to form a corporation named Bod Brands Franchising, Inc. (the "Corporation") under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

ARTICLE ONE NAME

The name of the corporation, that satisfies the requirements of the Act, is:
Bod Brands Franchising, Inc.

ARTICLE TWO ADDRESSES

The principal office address of the Corporation is:

415 North Orlando Avenue, Suite 104
Winter Park, FL 32789

The mailing address of the Corporation is:

415 North Orlando Avenue, Suite 104
Winter Park, FL 32789

ARTICLE THREE PURPOSES

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

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ARTICLE FOUR DURATION

The Corporation's duration is perpetual.

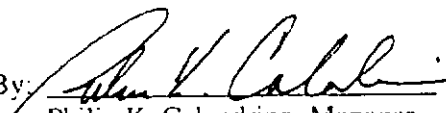
ARTICLE FIVE REGISTERED AGENT

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
175 Lookout Place, Suite 100
Maitland, Florida 32751

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. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,
LLC.

By: 
Philip K. Calandrino, Manager

ARTICLE SIX AUTHORIZED STOCK

The Corporation will have one type of common stock. This stock will have voting and nonvoting classes as outlined below:

I. **Authorized Shares.** The Corporation is authorized to issue:

- a. 100,000 shares of Class A Common Stock, with no par value per share (the "Class A Stock"); and
- b. 100,000 shares of Class B Common Stock, with no par value per share (the "Class B Stock").

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2. **Common Stock.** A statement of the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

a. Voting Rights

- i. Class A Stock has no voting rights or powers, except for such limited voting right required by state law, and the Certificates of Shares shall reflect same.
- ii. The holders of Class B Stock will at all times vote together as one class on all matters, including the election of directors, submitted to a vote or for the consent of the stockholders of the Corporation.
- iii. Each holder of shares of Class B Stock is entitled to one vote for each share held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

- b. Dividends, and distributions. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Common Stock are entitled to share equally (both Class A Stock and Class B Stock), on a per share basis, in those dividends or other distributions of cash, property, or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available for those purposes.

- c. Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, in the event of the voluntary or involuntary liquidation the holders of Common Stock are entitled to share equally (both Class A Stock and Class B Stock), on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

**ARTICLE SEVEN
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation unless as may be outlined in the Corporation's Bylaws, or by written agreement amongst the shareholders.

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ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE NINE EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate.

ARTICLE TEN EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose or obtain a charging order on a shareholder's stock is successful, the Corporation shall immediately purchase the foreclosed stock for \$1.00. Nothing in this section should be construed to reduce a shareholder's debtor rights under the law.

ARTICLE ELEVEN SECURITY INTEREST

No party is granted a consensual security interest in the corporation or its assets to the extent the remedies available to a secured creditor without the written approval of the corporation's directors.

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ARTICLE TWELVE INCORPORATOR

The name and address of the Incorporator is as follows:

Philip K. Calandrino
Forward Law Firm, P.A.
d/b/a Forward Law Firm
175 Lookout Place, Suite 100
Maitland, Florida 32751

ARTICLE THIRTEEN BOARD OF DIRECTORS

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE FOURTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Except as outlined in the Corporation's Bylaws or Shareholder Agreement (if any) the Board of Directors may take any action in furtherance of the Corporation's business as allowed by the Act, and the Shareholders are only required to vote on items in which they are required to vote pursuant to the Act.

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**ARTICLE FIFTEEN
RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE SIXTEEN
INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

**ARTICLE SEVENTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

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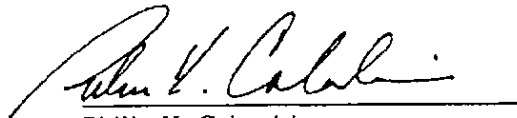
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**ARTICLE EIGHTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.



Philip K. Calandrino
Incorporator

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