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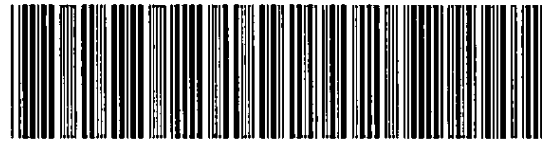
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TALLAHASSEE, FL

✓

NOW HEALTH CORP

A Florida corporation being organized

1200 North Federal Highway, Suite 200 A, Boca Raton, Florida 33432
Telephone number: (305) 516-0877, email: ivan.dejesus@xnova.com

Ivan D. De Jesus
Incorporator and Registered Agent

September 16, 2021

STATE OF FLORIDA

Department of State

New Filing Section

Division of Corporations

The Centre of Tallahassee

2415 N. Monroe Street, Suite 810

Tallahassee, FL 32303

(850) 245-6052

By overnight service

Subject: Organization of Now Health Corp.

Dear Sir or Madame:

Enclosed are an original and one copy of the articles of incorporation and a check for \$78.75 representing the filing fee and the fee for a certificate of status. My address, telephone number and email are provided above.

Very truly yours

Ivan D. De Jesus
Incorporator and Registered Agent

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**ARTICLES OF INCORPORATION
OF
NOW HEALTH CORP.**

THE UNDERSIGNED, for the purpose of creating a corporation under Chapter 607, Florida Statutes, do hereby adopt the following articles of incorporation:

WITNESSETH:

Article I Name

The name of the Corporation is "Now Health Corp."

Article II Duration

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Division of Corporations of the Department of State of the State of Florida.

Article III Purposes

This Corporation is organized for any legal purpose.

Article IV Capital Stock

This Corporation is authorized to issue 7,500,000 shares, one cent (\$0.01) par value, 5,000,000 of which shall be designated as common stock; and 2,500,000 of which shall be designated as preferred stock, with all preferences and characteristics to be determined by the Corporation's Board of Directors on a case by case basis prior to issuance but subject to compliance with the requirements of Section 607.0602, Florida Revised Statutes.

Article V Quorum for Stockholders Meetings

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or

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of stockholders.

Article VI Initial Registered Office, Registered Agent & Principal Address

- 6.1 Registered Office & Registered Agent: The initial registered agent of this Corporation is Ivan D. De Jesus and the initial registered office shall be 7600 W 20th Ave. Suite 213; Hialeah, Florida 33016, telephone number +1 305-510-0877 and email ivan.dejesus@cynari.com.
- 6.2 Principal Office & Mailing Address: The Corporation's initial principal office and principal mailing address will be at 1200 North Federal Highway, Suite 200; Boca Raton, Florida 33432.
- 6.3 I hereby accept appointment as Registered Agent for the above named entity: Ivan D. De Jesus-

Article VII Initial Board of Directors

- 7.1 This Corporation shall have one Director initially.
- 7.2 The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.
- 7.3 The name and address of the initial Director of the corporation is as follows: Ivan D. De Jesus: 1200 North Federal Highway, Suite 200; Boca Raton, Florida 33432.
- 7.4 The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to:
- (a) Effect splits or reverse splits of the Corporation's common or preferred stock;
 - (b) Change the name of the Corporation; and
 - (c) Such other matters as may be otherwise permitted under then applicable laws of the State of Florida

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Article VIII Incorporators

The name and addresses of the Corporation's incorporator is follows: Ivan D. De Jesus: 1200 North Federal Highway, Suite 200; Boca Raton, Florida 33432.

Article IX Indemnification

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

Article X Limitation on Stockholder Actions

10.1 Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.

10.2 No stockholder may assert a derivative cause of action on behalf of the Corporation, rather, any claims that would give rise to derivative causes of action shall be submitted in writing, specifying the nature of the cause of action and providing all evidence associated with such claim, to a special committee of the Board of Directors comprised of members who do not also serve as officers of the Corporation and are not reasonably involved with the subject cause of action, or if no such directors are serving, to legal counsel designated by the Corporation in which neither the law firm or any of its owners, members, employees or affiliates holds shares of the Corporation's securities, holds any office or position with the Corporation or is related by marriage or through siblings, parents or children to any officer or director of the Corporation, and the decision to litigate, or not to litigate by such special committee or special counsel shall be binding on the Corporation and the submitting stockholder or

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stockholders; unless the foregoing procedure has not been followed within 90 days after completion of the submission by the subject stockholder.

10.3 The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

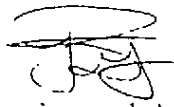
Article XI Affiliated Transactions

This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Section 607.0901 *et. seq.*, Florida Revised Statutes, as permitted by the waiver provisions of Section 607.0901(5)(a) thereof.

THE UNDERSIGNED, intending to be legally bound and under penalty of perjury hereby files the foregoing articles of incorporation for Now Health Corp., with the Division of Corporations of the Office of the Secretary of State of the State of Florida, effective as of the 16th day of September, 2021, and accepts designation as the initial registered agent thereof.

2021 IDJ
Dated: September 16, ~~2021~~

/s/ Ivan D. de Jesus/s/



Ivan D. de Jesus, Incorporator and Initial Registered Agent

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