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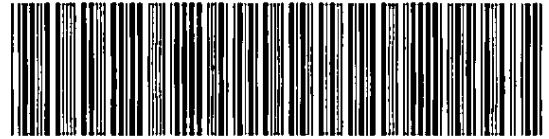
(Business Entity Name)

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TALLAHASSEE, FL

C

## COVER LETTER

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

SUBJECT: VALENTINUS HOLDING, 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  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: PowerHouse ANCHOR MANAGEMENT CONSULTING, Inc.  
Name (Printed or typed)

6620 SOUTHPOINT DR. S, STE. 511  
Address

JACKSONVILLE, FL 32216  
City, State & Zip

(904) 265-0765  
Daytime Telephone number

ethel@phanchor.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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# ARTICLES OF INCORPORATION OF VALENTINUS HOLDING, INC.

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The Articles of Incorporation of **VALENTINUS HOLDING, INC.** ("Corporation") pursuant to Chapter 607 and/or Chapter 621, F.S. (Profit) shall read in their entirety as follows:

## ARTICLE ONE NAME

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The name of the Corporation is **VALENTINUS HOLDING, INC.**

## ARTICLE TWO PRINCIPLE PLACE OF BUSINESS

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The initial principal place of business/mailing address is:

1310 Lake Biscayne Way  
Orlando, FL 32824

## ARTICLE THREE PURPOSE

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The purposes for which the Corporation is organized are as follows:

Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding company," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interest in, pledge, or otherwise dispose of shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the

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United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange thereof shares of the capital stock, bonds, notes, or other obligation of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock; to promote, lend money to, and guarantee the bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, or other securities or evidence of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

And, to engage in any other activity or business and to do any and all things and exercise in any and all powers, rights, and privileges which a corporation may now and hereafter be authorized to do under the Florida Business Corporation Act.

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#### **ARTICLE FOUR**

#### **CAPITAL STOCK**

The aggregate number of shares the corporation shall have the authority to issue is Ten Thousand (1,000) common shares of the par value of Ten Dollar (\$10) each composed of Ten Thousand (1,000) Class A Voting Common Shares.

The preferences, limitations and relative rights in respect of the shares of each class and the variations in the relative rights and preferences as between series of any preferred or special class in series are as follows:

1. The holders of the Class A Voting Common Shares shall be entitled to participate in dividends on net earnings of the corporation.
2. Each holder of the Class A voting Common Shares of the Corporation shall be entitled, at any time, to any voting rights.
3. Otherwise than as specifically provided above, the rights of the Class A Common Shares shall be the same.

The said authorized shares may be increased or decreased from time to time, according to the provisions of the laws of the State of Florida. The shares may be issued by the Corporation from time to time as approved by its board of directors without the approval of its stockholders except as otherwise provided in this article.

**ARTICLE FIVE**  
**INITIAL DIRECTORS**

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The name and address of individuals who are the initial directors are as follows:

**Cristian Munoz**

1310 Lake Biscayne Way  
Orlando, FL 32824

**ARTICLE SIX**  
**REGISTERED AGENT**

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The name and address of the registered agent is:

**PowerHouse Anchor Management Consulting, Inc.**  
6620 Southpoint Drive S. Suite 511  
Jacksonville, FL 32216

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Having been named as registered agent to accept the service of process for the above stated corporation at the place designated in this certificate, I am familiar with the obligations of, and accept appointment as, registered agent of the Corporation and agree to act in that capacity.

Dated: September 22, 2021.

PowerHouse Anchor Management Consulting, Inc.

By \_\_\_\_\_

## **ARTICLE SEVEN**

### **SHAREHOLDERS RIGHT**

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of common stock of the Corporation; provided, however, that there shall be no preemptive right with respect to the following:

1. Shares issued as compensation to directors, officers, agents or employees of the Corporation, its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees of the Corporation, its subsidiaries or affiliates; and
3. Shares issued in connection with a merger, share exchange, or acquisition or sold otherwise than for money.

## **ARTICLE EIGHT**

### **LIMITATION OF DIRECTORS LIABILITY**

A director shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for: (i) the amount of financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 607.0834 of the Florida Statutes, as amended; or (iv) an intentional violation of criminal law.

The Corporation shall indemnify and hold harmless any persons (or the heirs, executors and administrators of any person) who was or is a party to, or is threatened to be made a party to, and threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, formal or informal (a "Proceeding"), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation or any of its subsidiaries as a director, officer, partner, fiduciary, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses (including legal fees) incurred with respect to the proceeding: (A) to the fullest extent permitted by the Florida Business Corporations Act in effect from time to time (the "Act") and (B) despite the fact that such person has failed to meet the standard of conduct set forth in the Act, or would be disqualified for

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indemnification under the Act because he was adjudged liable to the Corporation in connection with a Proceeding by or in the right of the Corporation or was otherwise adjudged liable on the basis that he improperly received a personal benefit, or for any other reason, if a determination is made by (i) the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding, (ii) if a quorum cannot be obtained under (i), by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting of two or more directors not at the time parties to the Proceeding, (iii) by special legal counsel (a) selected by the board of directors or its committee in the manner prescribed in (i) or (ii) or (b) if a quorum of the board of directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by a majority vote of the full board of directors (in which selection directors who are parties may participate), (iv) by the shareholders (but shares owned by or voted under the control of directors who are at the time parties to the Proceeding may not be voted on the determination) or (v) by a court, that the acts or commissions of the director, officer, employee or agent did not constitute gross negligence or willful misconduct. The Corporation upon request shall pay or reimburse such person for his reasonable expenses (including legal fees) in advance of final disposition of the Proceeding as long as (i) such persons furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined by a judgment or other final adjudication that his acts or omissions did constitute gross negligence or willful misconduct, which undertaking must be an unlimited general obligation of such person, and which shall be accepted by the Corporation without reference to final ability to make repayment or to collateral and (ii) a determination is made by any of the persons described in (i) through (iv) of the preceding sentence that the facts then known to those making the determination would not preclude indemnification under this ARTICLE EIGHT. Such request need not be accompanied by the affirmation otherwise required by the Act.

Neither the amendment nor repeal of this ARTICLE EIGHT, nor the adoption or amendment of any other provision of the Corporation's By-Laws or the Articles of Incorporation inconsistent with this ARTICLE EIGHT, shall apply to or affect in any respect the applicability of the preceding two paragraphs with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such persons may be entitled as a matter of law.

The Board of Directors or shareholders of the Corporation may adopt a policy for the indemnification of directors, officers, employees and agents of the Corporation, and the from time to time see necessary or prudent in the best interest of the Corporation.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, and other employees to the extent

that such indemnification is allowed in the preceding paragraphs. Such insurance may, but need not be for the benefit of all directors, officers, or employees.

## ARTICLE NINE INCORPORATOR

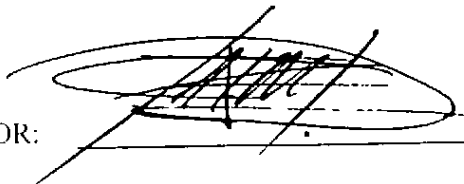
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The name and the address of the incorporator is:

**Cristian Munoz**

1310 Lake Biscayne Way  
Orlando, FL 32824

INCORPORATOR:



Date: 09/22/ 2021.

## ARTICLE TEN SPECIAL MEETINGS OF SHAREHOLDERS

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Except as otherwise required by law, special meetings of shareholders of the Company may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Company's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of capital stock of the Company.

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## ARTICLE ELEVEN

### INDEMNIFICATION

The company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

## ARTICLE TWELVE

### BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part hereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose. Except for such provisions requiring a two-thirds vote to alter, amend or repeal, the Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purposes.

Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article TWELVE shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

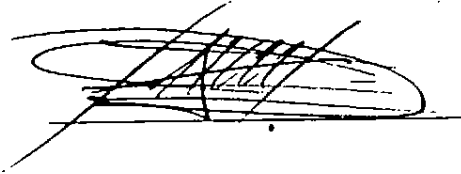
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**VALENTINUS HOLDING, INC.**

**Officer's Certificate**

I, **Cristian Munoz**, the duly elected, qualified and acting President of VALENTINUS HOLDING, INC., a Florida corporation (the "Corporation"), do hereby certify that the attached Articles of Incorporation of the Corporation were adopted by the shareholders on September 22, 2021 with no votes required for the approval.

IN WITNESS WHEREOF, I have executed this Certificate as of September 22, 2021

A handwritten signature in black ink, appearing to read 'Cristian Munoz', is written over a horizontal line.

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