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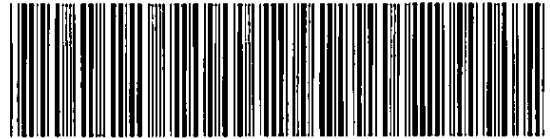
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TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 02/07/2022

Name: Merritt Walker

Reference #: 1593972

Entity Name: COGENT PRIVATE WEALTH, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$78.75

Signature: *mw*

**ARTICLES OF INCORPORATION**  
**OF**  
**COGENT PRIVATE WEALTH, INC.**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

Name

The name of the Corporation is Cogent Private Wealth, Inc.

**ARTICLE II**

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for

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each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Principal Place of Business; Initial Registered Agent

The principal place of business and the mailing address of the Corporation shall be 420 South Orange Avenue, Suite 850, Orlando, Florida 32801. The initial registered agent of the Corporation shall be Rebekah Calhoun whose street address is 300 International Parkway, Suite 330, Lake Mary, Florida 32746. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the director of this Corporation is:

John C. Clark  
420 South Orange Avenue, Suite 850  
Orlando, Florida 32801

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Rebekah Calhoun  
300 International Parkway, Suite 330  
Lake Mary, Florida 32746

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## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Incorporation and hereunto sets her hand and seal this 4th day of February, 2022.

  
\_\_\_\_\_  
Rebekah Calhoun

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

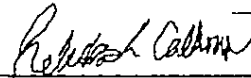
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Cogent Private Wealth, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Rebekah Calhoun as its Registered Agent to accept service of process within the State of Florida at 300 International Parkway, Suite 330, Lake Mary, Florida 32746.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 4th day of February, 2022.



Rebekah Calhoun, Registered Agent