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(Requestor's Name)

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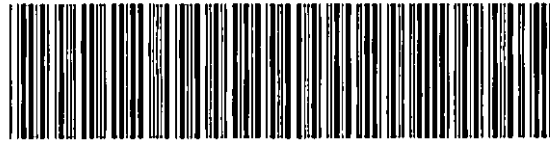
(Business Entity Name)

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OCT 25 2022

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TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

HERWOOD CHEMICALS CORP.

Signature \_\_\_\_\_

Requested by: BA

10/25/22

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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Will Pick Up \_\_\_\_\_

\_\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_\_ Vehicle Search \_\_\_\_\_  
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\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_\_ Courier \_\_\_\_\_

## COVER LETTER

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

**SUBJECT:** Sherwood Chemicals Corp.

(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:** Alberto Amoros

Name (Printed or typed)

9700 S. Dixie Hwy., Suite 600

Address

Miami, FL 33156

City, State & Zip

786-338-5255

Daytime Telephone number

jarac@bellsouth.net

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  
SHERWOOD CHEMICALS CORP.

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The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

ARTICLE I

NAME

The name of the corporation hereinafter called the ("Company") is:  
SHERWOOD CHEMICALS CORP.

ARTICLE II

PRINCIPAL OFFICE

The Company's Principal Office in the State of Florida is at 9700 South Dixie Highway, Suite 600, Miami, Florida 33156. The Board of Directors may, from time to

time, move the Principal Office to any other address in Florida.

### ARTICLE III

#### DURATION

The Company is to have perpetual existence.

### ARTICLE IV

#### PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Company which shall be in addition to the authority of the Company to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which companies may be organized under the Florida Business Corporation Act, is as follows:

- (i) To engage in the business of purchasing, developing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting, and using, and to purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce, and in every way deal in and with chemicals of every kind, chemical materials, substances, and products, including acids, alkalis, and salts, their compounds and derivatives, drugs, pharmaceuticals, and also derivatives, materials, products, substances, and combinations produced or manufactured therefrom, including solids, liquids, and gases of all kinds; to engage in the separation or reduction and treatment of solids, liquids, and gases into their constituents; to

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produce and utilize and deal in and with chemical combinations of all kinds.

- (ii) To conduct and carry on in all its branches the business of manufacturing, selling, and distributing chemicals, chemical compounds, insecticides, drugs, medicines, and chemical, medicinal, and pharmaceutical preparations, compounds, and materials of every kind and description, and all articles and products related thereto; and to purchase, manufacture, produce, refine, mine, or otherwise acquire, invest in, own, hold, use, create security interests in, pledge, sell, assign, transfer, or otherwise dispose of, trade, deal in, and deal with any and all kinds of chemicals and source materials, ingredients, mixtures, derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitute an ingredient or in the production of which any of the foregoing are used, including but not limited to medicines, pharmaceuticals, fertilizers, and industrial chemicals of all kinds.

- (iii) To accept consignments of merchandise for sale upon commission; to act as selling agents for manufacturers, merchants, and others; to purchase accounts, to finance products of mills, manufacturers, or merchants, and to finance accounts and sales; to provide office and sales forces for manufacturers, mills, and others; to buy and sell all kinds of merchandise; to act as factors; and to do all things incidental to the operation of a general commission business.

- (iv) To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create

security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character, and description, or any interest therein, and all kinds of forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal or public subdivision, district or authority.

- (v) To acquire by purchase, lease, gift, devise or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

The foregoing purposes shall, except as otherwise expressly provided, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall each be

regarded as independent, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the purposes of the Company now or hereafter conferred by the laws of the State of Florida, nor shall the expression of one thing be deemed to exclude another, though it be of like nature, not expressed; provided, however, that the Company shall not have power to carry on within the State of Florida any business whatsoever the carrying on of which would preclude it from being classified as an ordinary business Company under the laws of the said State; nor shall it carry on any business, in any other state, territory, district or country except to the extent that the same may lawfully be carried on or exercised under the laws thereof.

#### ARTICLE V

#### POWERS OF THE COMPANY

The Company has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Company is formed, as follows:

- (i) To sue and be sued, complain and defend in its name corporate name;
- (ii) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (iii) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

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- (iv) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (v) To lend money to, and use its credit to assist, its officers and employees;
- (vi) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (vii) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the Company), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a Company the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are

necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation:

- (viii) To lend money, invest and reinvest its funds, and receive and hold real or personal property as security for repayment;
- (ix) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (x) To elect Directors and appoint officers, employees and agents of the Company, and define their duties, fix their compensation, and lend them money and credit;
- (xi) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Company;
- (xii) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (xiii) To transact any lawful business that will aid governmental policy;
- (xiv) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Company;
- (xv) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;
- (xvi) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder

- or by the spouse or children of the shareholder; and
- (xviii) To be a promoter, incorporator, partner, member, associate, or manager of any Company, partnership, joint venture, trust, or other entity.

## ARTICLE VI CAPITAL STOCK

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SECTION 1. The total number of shares which the Company has authority to issue is one hundred thousand (100,000) shares of capital stock without par value.

All such shares are of one class and are shares of common stock.

SECTION 2. Each share of stock of the Company shall entitle thereof to a pre-emptive right, for a period of 30 (thirty) days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Company or any equity and/or voting shares of stock rights or options which the Company proposes to grant for the purchase of shares of stock of the same class of the Company or of equity and/or voting shares of any class of stock of the Company or for the purchase of any shares of stock, bonds, securities, or obligations of the Company which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Company or equity and/or voting shares of stock of any class of the Company, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or

obligations of the Company may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

SECTION 3. All persons who shall acquire stock in the Company shall acquire the same subject to the provisions of these Articles of Incorporation.

SECTION 4. The common stock shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services rendered received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

SECTION 5. The Company shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Company any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

## ARTICLE VII REGISTERED OFFICE

The street address of the place at which the Registered Office of the Company in the State of Florida will be located is 9700 South Dixie Highway, Suite 600, Miami, Florida 33156.

ARTICLE VIII  
REGISTERED AGENT

The Company's Registered Agent is Alberto Amoros whose street address is 9700 South Dixie Highway, Suite 600, Miami, Florida 33156.

ARTICLE IX  
DIRECTORS

The initial number of directors of the Company shall be Two (2), and the name and address of the one who shall act as such until the first annual meeting or until his successors is/are duly elected and qualify is as follows:

AL FARAH, Musaab	9700 S Dixie Hwy Suite 600 Miami, FL 33156
AMOROS, Alberto	9700 S Dixie Hwy Suite 600 Miami, FL 33156

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The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be Two (2), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Company may fix the number of directors at a number other than one (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than one (1), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Company, the directors of the Company need not be shareholders.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows: Alberto Amorós of 9700 South Dixie Highway, Suite 600, Miami, Florida 33156.

#### ARTICLE XI MANAGEMENT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company, and for creating, defining, limiting and

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regulating the powers of the Company, the directors and the shareholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Company, and is hereby vested with all the powers possessed by the Company itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors shall have power:

- (i) To make, alter, amend or repeal from time to time Bylaws of the Company except as such power may otherwise be limited in the Bylaws.
- (ii) To authorize the purchase of shares of the Company in the open market or otherwise, provided the Company has assets legally available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Company.
- (iii) To determine, as provided herein, or if provision is not made herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Company such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.
- (iv) To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the shareholders of record as of such date, as the Board of Directors may determine.
- (v) To provide for the reasonable compensation of its own members and

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to fix the terms and conditions upon which such compensation will be paid.

## ARTICLE XII

### DIRECTORS' CONFLICTS OF INTEREST

No contract or other transaction between this Company and one or more of its directors, or between this Company and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (ii) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable as to the Company at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which



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## INDEMNIFICATION

Sherwood Chemicals Corp.

is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Company would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Company against any liability to the Company or its shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

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#### ARTICLE XIV CONTINUATION

The Company may by Resolution of Shareholders or by a resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the State of Florida in the manner provided under those laws.

#### ARTICLE XV AMENDMENTS

From time to time any of the provisions of these Article of Incorporation may

be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in Articles of Incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Company at the time outstanding and entitled to vote, and all rights at any time conferred upon the shareholders of the Company by these Articles of Incorporation are subject to the provisions of this Article XV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Company shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 24th day of October, A. D. 2022.



Alberto Amorós

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## SHERWOOD CHEMICALS CORP.

In compliance with the Florida Business Corporation Act, the following is submitted:

First, That SHERWOOD CHEMICALS CORP., desiring to organize under the Florida Business Corporation Act, has named Alberto Amorós of 9700 South Dixie Highway, Suite 600, Miami, Florida 33156, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F. S.



Alberto Amorós  
Registered Agent

Dated: October 24, 2022

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