

Dec. 29, 2022 5:15 PM
12/29/22, 5:08 PM

GRAY ROBINSON

Division of Corporations

No. 9327 P. 1

P23000000257
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000437199 3)))



H220004371993ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407)843-8880
Fax Number : (407)244-5690

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: tucker.thoni@gray-robinson.com

2023.1.3 AM 8:08

FLORIDA PROFIT/NON PROFIT CORPORATION

True Abbey Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

DS

H22000437199 3

**ARTICLES OF INCORPORATION
OF
TRUE ABBEY HOLDINGS, Inc.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the Florida Business Corporation Act (the "Act").

ARTICLE I. Name

The name of this Corporation shall be:

True Abbey Holdings, Inc.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 100 S. Eola Drive, Suite 200, Orlando, Florida 32801

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is: (A) one thousand (1,000) shares of Common Stock, \$0.0001 par value per share (the "Common Stock").

Section 2. Except for voting rights, as described in Section 3 of this Article IV, the Common Stock shall have all of the rights, preferences, privileges, and restrictions as set forth in the succeeding provisions of this Articles IV.

Section 3. The holders of the Common Stock shall be entitled to vote upon all matters upon which holders of the capital stock have the right to vote and shall be entitled to one vote for each such share held by them, respectively.

Section 4. The holders of all series of the capital stock shall be entitled to receive, pro-rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 5. All of any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the capital stock, and their judgment of such value shall be conclusive.

H22000437199 3

H22000437199 3

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is GrayRobinson, PA, 301 East Pine Street, Suite 1400, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Tucker Thoni.

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>
1. Wendy Connor	100 S. Eola Drive, Suite 200 Orlando, Florida 32801

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meetings of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case of one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however any vacancy may be filled by the remaining Directors until Shareholders have acted to fill the vacancy.

H22000437199 3

H22000437199 3

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
1. Wendy Connor	100 S. Eola Drive, Suite 200 Orlando, Florida 32801

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI. Shareholders Agreement

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for a direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholder's Agreement among less than all Shareholders may only affect the management of the Corporation, by providing for the manner in which parties to the Shareholder's Agreement will vote their shares. Any Shareholder's Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If a Shareholder's Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Shareholders Agreement shall have an appropriate notation referencing the Shareholders Agreement. No committee of the Board of Directors may preempt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

[Remainder of page intentionally left blank, signature page to follow.]

H22000437199 3

Dec. 29, 2022 5:16PM

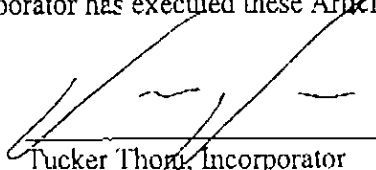
GRAY ROBINSON

No. 3327 P. 5

H22000437199 3

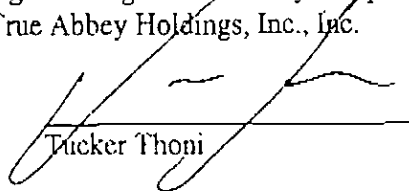
[Signature page to the Articles of Incorporation]

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of December 28, 2022.


Tucker Thoni, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of True Abbey Holdings, Inc., Inc.


Tucker Thoni

H22000437199 3