

P230000008042

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.

((H23000040267 3)))



H230000402673ABCV

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 : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904)356-2600
Fax Number : (904)355-0233

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

Email Address: russw360@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Orchard Rock Trading, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

2023-01-31 11:12:12

AS

ARTICLES OF INCORPORATION
of
ORCHARD ROCK TRADING, INC.

ARTICLE I
NAME

The name of the Corporation is Orchard Rock Trading, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation is located at 92 Carina Trail, St. Johns, Florida 32259 and the mailing address of the Corporation is P.O. Box 600215, St. Johns, Florida 32260.

ARTICLE III
PURPOSE

The Corporation's purpose shall be for any and all lawful business.

ARTICLE IV
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 1000 shares with a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are Russell Western, 92 Carina Trail, St. Johns, Florida 32259.

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Russell Western
92 Carina Trail
St. Johns, Florida 32259

**ARTICLE VII
DIRECTORS**

(a) Number. The Corporation shall have two (2) directors. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The names and addresses of the members of the Board of Directors of the Corporation are:

Russell Western	Jody Sebastiano
92 Carina Trail	1160 Whalen Road
St. Johns, Florida 32259	Penfield, New York 14526

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VIII
OFFICERS**

The names and addresses of the officers of the Corporation are:

Russell Western	President, Chief Executive Officer, Chief Financial Officer
92 Carina Trail	
St. Johns, Florida 32259	
Jody Sebastiano	Vice President
1160 Whalen Road	
Penfield, New York 14526	

**ARTICLE IX
BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
DURATION**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank – Signature Page Follows

11/15/2022 11:11 AM
Brittany Cook-M
11/15/2022 11:11 AM
Brittany Cook-M
11/15/2022 11:11 AM
Brittany Cook-M
11/15/2022 11:11 AM
Brittany Cook-M

DocuSign Envelope ID: DF585798-4936-45CF-88BC-686B516CF6E1

H23000040267 3)

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation for the foregoing use and purpose this 31st day of January, 2023.

DocuSigned by:
RUSSELL WESTERN
RUSSELL WESTERN
Russell Western, as Incorporator

11

11:38:57

H23000040267 3)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, Orchard Rock Trading, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent of the Corporation in the State of Florida:

1. The name of the Corporation is Orchard Rock Trading, Inc.
2. The name and address of the registered agent and office are Russell Western, 92 Carina Trail, St. Johns, Florida 32259.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Business Corporation Act.

DATED: This 31st day of January, 2023.

DocuSigned by:
RUSSELL WESTERN
355C40B66C87-1A

Russell Western, as Registered Agent

H23000040267 3)