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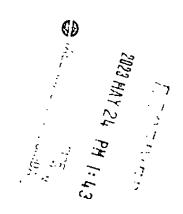
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## **CT CORP**

## (850) 656- 4724 3558 lakesore Drive Tallahassee, FL 32312

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Name:	Ornge., Inc.			
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Order #:	14952523 - 1			
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Thank you!

## ARTICLES OF INCORPORATION

### **OF**

# ORNGE., INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

#### ARTICLE I - NAME

The name of this Corporation is:

ORNGE., INC.

#### ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

#### ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

#### A. General

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is two million (2,000,000) shares, consisting of (i) one million (1,000,000) shares of Common Stock (the "Common Stock") and (ii) one million (1,000,000) shares of Preferred Stock (the "Preferred Stock").

#### B. Board Authority Regarding Preferred Stock

The Board of Directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) Whether or not the class or series shall have voting rights, full or limited, or will be without voting rights;
- (b) The number of shares to constitute the class or series and the designation thereof;

- (c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;
- (d) Whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption:
- (e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) The dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the corporation;
- (h) Whether or not the shares of any class or series is convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) Such other rights and provisions with respect to any class or series as may to the Board of Directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### ARTICLE V - PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of this Corporation in the State of Florida shall be:

> 401 W. Atlantic Ave. Unit 217 Delray Beach, Florida 33444

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Shumaker, Loop & Kendrick, LLP Attn: David B. Heedy 240 South Pineapple Avenue, 10th Floor Sarasota, Florida 34236

#### ARTICLE VII - DIRECTORS AND OFFICERS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of initial members of the first Board of Directors are:

> Nick Duckwall 2345 Spruce Goose St. Unit 209 Las Vegas, Nevada 89135

James M. Mitchell 401 W. Atlantic Ave. Unit 217 Delray Beach, Florida 33444

The number and offices of the officers may be changed from time to time as determined by the Board of Directors. This Corporation shall have two (2) officers initially. The name and address of each officer is: بب

401 W. Atlantic Ave. 🖹 James M. Mitchell President Unit 217

Delray Beach, Florida 33444

2345 Spruce Goose St.

Vice President

**Unit 209** 

Las Vegas, Nevada 89135

Nick Duckwall

#### ARTICLE VIII -INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

#### <u>ARTICLE X - INCORPORATOR</u>

The name and address of the incorporator to these Articles of Incorporation is:

James M. Mitchell 401 W. Atlantic Ave. Unit 217 Delray Beach, Florida 33444

The undersigned has executed these Articles this 24th day of May, 2023.

James M. Mitdu

James M. Mitchell

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for ORGNE., INC. at the place designated in the Articles, the undersigned hereby accepts the appointment as Registered Agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its position as Registered Agent.

Date: May 24th, 2023

Shumaker, Loop & Kendrick, LLP

By: Douglas A. Clumy
Douglas A. Cherry Name:
Its: Partner

"REGISTERED AGENT"