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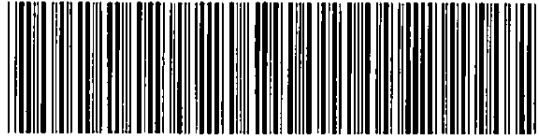
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COVER LETTER

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

SUBJECT: FIG LEAF HOLDINGS, INC.

(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: WAYDE DELANCY JR.

Name (Printed or typed)

1200 BRICKELL AVENUE, SUITE 1950 #1179

Address

MIAMI, FLORIDA 33131

City, State & Zip

(646) 280-7183

Daytime Telephone number

WAYDE.DELANCY@GMAIL.COM

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FIG LEAF HOLDINGS, INC.**

ARTICLE I

The name of the corporation is Fig Leaf Holdings, Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1200 Brickell Avenue, Suite 1950 # 1179, Miami, Florida 33131. The street address of the Corporation's registered office is 1200 Brickell Avenue, Suite 1950 # 1179, Miami, Dade County, Florida 33131, United States.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV

(a) Classes of Capital Stock. The Corporation is authorized to issue two (2) classes of shares to be designated Class A and Class B, respectively.

(i) Class A: The total number of Class A shares the Corporation is authorized to issue is 500 with par value of \$85.88 per share with no voting rights.

(ii) Class B: The total number of Class B shares the Corporation is authorized to issue is 100,000 with par value of \$86.31 per share with voting rights.

(b) Rights, Preferences and Restrictions of Class A shares. The Class A shares authorized by these Articles of Incorporation shall not be entitled to attend all special and annual meetings of the shareholders of the Corporation and shall not be entitled to vote and may be issued from time to time in one or more series by filing a certificate pursuant to Section 607.0602 of the FBCA. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as

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Incorporation or a certificate of designations filed to establish the respective series of Founder Stock.

- (ii) Voting Rights. Each holder of shares of Class B shares shall be entitled to attend all special and annual meetings of the shareholders of the Corporation. On all matters upon which shareholders are entitled or permitted to vote, every holder of Class B shares shall be entitled to cast One (1) vote in person or by proxy for each outstanding share of Class B shares standing in such holder's name on the transfer books of the Corporation.

ARTICLES V

The name of its registered agent is Trembly Law Firm, P.L.. The street address of the registered agent is 9700 South Dixie Hwy, Penthouse 1100, Miami, Florida 33156.

ARTICLES VI

The names of the President, the Corporate Secretary, the Treasurer, and a Director of the Corporation are:

1. President: Wayde Delancy Jr., having a residential address of 335 South Biscayne Blvd., Unit 903, Miami, FL 33131
2. Corporate Secretary: Denise Duran, having a residential address of 335 South Biscayne Blvd., Unit 903, Miami, FL 33131
3. Treasurer: Denise Duran having a residential address of 335 South Biscayne Blvd., Unit 903, Miami, FL 33131
4. Directors: Wayde Delancy Jr. and Denise Duran, each having a residential address of 335 South Biscayne Blvd., Unit 903, Miami, FL 33131

ARTICLES VII

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and of its directors and shareholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the shareholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed

amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (i) whether that series or class shall have voting rights;
- (ii) the number of shares constituting that series or class and the distinctive designation of that series;
- (iii) the dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;
- (iv) whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (v) whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;
- (vii) the rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and
- (viii) any other relative rights, preferences and limitations of that series or class.

(c) Provisions Relating to Class B shares.

- (i) Relative Rights. The Class B shares shall be subject to all of the rights, privileges, preferences and priorities as set forth in these Articles of

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Incorporation or a certificate of designations filed to establish the respective series of Founder Stock.

- (ii) Voting Rights. Each holder of shares of Class B shares shall be entitled to attend all special and annual meetings of the shareholders of the Corporation. On all matters upon which shareholders are entitled or permitted to vote, every holder of Class B shares shall be entitled to cast One (1) vote in person or by proxy for each outstanding share of Class B shares standing in such holder's name on the transfer books of the Corporation.

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The names of the President, the Corporate Secretary, the Treasurer, and a Director of the Corporation are:

1. President: Wayde Delancy Jr.
2. Corporate Secretary: Denise Duran
3. Treasurer: Denise Duran
4. Director: Wayde Delancy Jr. and Denise Duran

ARTICLES VII

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and of its directors and shareholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the shareholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

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MIAMI, FLORIDA

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the shareholders or at any meeting of the shareholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of shareholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of these Articles, and to any by-laws from time to time made by the shareholders; provided, however, that no bylaws so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

ARTICLE VIII

The Corporation shall, to the fullest extent permitted by applicable law, indemnify and shall advance expenses on behalf of all persons whom it may indemnify pursuant thereto.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power.

ARTICLE X

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by applicable law.


This Articles of Incorporation shall become effective as of the date and time of filing with the Florida division of corporations.

[Signature Page Follows]

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JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

IN WITNESS WHEREOF, for the purposes of executing and effectuating this Articles of Incorporation of the Corporation pursuant to the Florida Business Corporation Act of the State of Florida, the undersigned has signed this Articles of Incorporation on October 16, 2023.

FIG LEAF HOLDINGS, INC.

By: 
Print Name: Wayde Delancy Jr.
Title: President

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FIG LEAF HOLDINGS, INC.
WAYDE DELANCY JR.







"2-1312-1.(2023.10.16).Fig.Leaf.Holdings.Articles.WAYDE.DENISE.(DPC)"

Final Audit Report

2023-10-16

Created:	2023-10-16
By:	Elizabeth Lippman (elizabeth@tremblylaw.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAR4kAONdhxsG8aJL4kX4uGPx7Ykh9Nwre

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-  Document created by Elizabeth Lippman (elizabeth@tremblylaw.com)
2023-10-16 - 4:40:06 PM GMT- IP address: 98.58.214.54
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-  Signer wayde.delancy@gmail.com entered name at signing as Wayde Delancy Jr.
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-  Document e-signed by Wayde Delancy Jr. (wayde.delancy@gmail.com)
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