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FLORIDA PROFIT/NON PROFIT CORPORATION

Wintex Enterprises, Inc.

Certificate of Status	1
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2023 DEC 20 PM 2:42

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Dec. 20, 2023 2:00PM
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No. 1221 P. 2

**ARTICLES OF INCORPORATION
OF
WINTEX ENTERPRISES, INC.**

The undersigned acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

CHARTER

**ARTICLE I
NAME**

The name of the corporation shall be **WINTEX ENTERPRISES, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place for the transaction of the Corporation business shall be 11006 Iron Horse Way, Fort Myers, County of Lee, in the State of Florida, 33913, and the mailing address shall be the same. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
TERM OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares the Corporation shall have authority to issue shall be 10,000 shares of \$1.00 par value common stock, which shall be non-assessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

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Dec. 20, 2023, 2:00PM
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No. 1221 P. 3

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of not less than one (1) Director, which number may be increased or decreased from time to time. The number of Directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

ARTICLE VII
OFFICERS

The Officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, and a Vice President, who shall be a Director, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the ByLaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of Shareholders shall be:

Neil Adcock
11006 Iron Horse Way
Fort Myers, FL 33913

President/Director

Brian Adcock
11006 Iron Horse Way
Fort Myers, FL 33913

Vice President/Director

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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of this incorporation is as follows:

Charles B. Capps
1833 Hendry Street
Fort Myers, Florida 33901

ARTICLE IX
INDEBTEDNESS

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

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Dec. 20, 2023 2:00PM
H23000433252

No. 1221 P. 4

ARTICLE X
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **1833 Hendry Street, Fort Myers, Florida 33901**, and the name of the initial Registered Agent of this Corporation at that address is **PLF Registered Agent, L.L.C.**

ARTICLE XI
TRANSFER RESTRICTIONS

No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen (15) days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the Shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any Shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the Shareholder immediately prior to the Shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the Shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office."

"The Shares represented by this Certificate have been issued in reliance upon exemptions from the registrations provisions of Federal and State securities laws (United States Securities Act of 1933 and the Florida Securities Act). Therefore, the transferability of this Certificate is restricted until it is determined by the Corporation than any proposed transfer will not adversely affect the exemptions relied upon."

ARTICLE XII
PREEMPTIVE RIGHTS

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of

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2023 DEC 20 PM 2:42

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its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

XIII **BYLAWS**

The initial Bylaws of this Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

ARTICLE XIV **NOTICE**

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XV **INDEMNIFICATION**

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or Officer.

ARTICLE XVI **RELATED TRANSACTIONS**

A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a Shareholder, Officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors,

H2300043325

Dec. 20, 2023 2:01PM
H23000433252

No. 1221 P. 6

without counting in such majority or quorum any director so interested or member of a firm so interested, or a Shareholder, Officer, or Director of a Corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or Officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any Corporation of which he is a Shareholder, Officer, or Director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

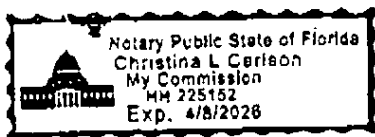
For the purpose of forming this Association under the Laws of the State of Florida, the undersigned, Pavese Law Firm, its Authorized Member of PLF Registered Agent, L.L.C., being the incorporator of this Association, has executed these Articles of Incorporation as of the 14th day of December, 2023.


By:


CHARLES BRYAN CAPPS, Partner

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me, by means of ☒ physical presence or ☐ online notarization, the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Charles Bryan Capps, Esq., who is personally known to me.




NOTARY PUBLIC
Printed Name: Christina Carlson

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Dec. 20, 2023 2:01PM
H23 000433252

No. 1221 P. 7

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 14th day of December, 2023.

PLF REGISTERED AGENT, L.L.C

By: Pavese Law Firm, its Authorized Member

By: 
Charles Bryan Capps, Partner

2023 DEC 20 PM 2:42

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