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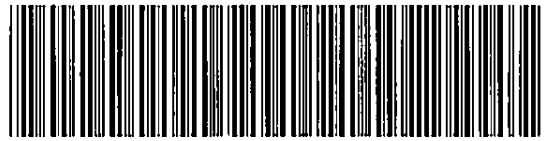
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## COVER LETTER

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

**SUBJECT:** LuminAlry Defense 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: David H. Carson

Name (Printed or typed)

7901 4th St. N STE 300

Address

St. Petersburg, FL 33702

City, State & Zip

(317) 258-8351

Daytime Telephone number

Manage@LuminAlryDefense.com

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

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

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ARTICLES OF INCORPORATION OF  
LuminAry Defense Inc

ARTICLE I  
NAME

The name of the corporation is LuminAry Defense Inc. (the "Corporation").

ARTICLE II  
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

Principal Address

LuminAry Defense Inc.  
7901 4th St N STE 300  
St. Petersburg, FL 33702

Mailing Address

LuminAry Defense Inc.  
7901 4th St N STE 19188  
St. Petersburg, FL 33702

ARTICLE III  
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is two hundred million (200,000,000) shares; (i) of which one hundred million (90,000,000) shares shall have a par value of \$.00001 and shall be a class designated as "Voting Common Shares"; (ii) of which fifty million (50,000,000) shares shall have a par value of \$.00001 and shall be a class designated as "Non-Voting Common Shares"; (iii) of which Ten million shares shall have a par value of \$.00001 and be designated as "Super Voting Share" and (iv) of which fifty million (50,000,000) shares shall have a par value of \$.00001 and shall be a class designated as "Preferred Shares".

- 1) **Common Voting Shares:** with each share entitled to one vote on all matters submitted to a vote of the shareholders.
- 2) **Super Voting Common Shares:** with each share entitled to ten (10) votes on all matters submitted to a vote of the shareholders. These shares are convertible into Common Voting Shares on a 1:1 basis at the option of the holder.
- 3) **Common Non-Voting Shares:** These shares shall not be entitled to vote on any matter except as specifically required by the Florida Business Corporation Act (FBCA) or as otherwise provided herein.
  - a) **Dividends and Distributions:** Holders of Common Non-Voting Shares shall be entitled to receive dividends as declared by the Board of Directors, subject to the rights of Preferred Shares and any other class with preference over Common Non-Voting Shares regarding dividends.
  - b) **Liquidation Rights:** In liquidation, dissolution, or winding up of the Corporation, holders of Common Non-Voting Shares are entitled to share ratably in the Corporation's assets available for distribution, subject to the rights of Preferred Shares and any class with preference over Common Non-Voting Shares regarding liquidation.
- 4) **Preferred Shares:**
  - (a) Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as determined by the resolution or resolutions providing for the issuance of such Preferred Shares as adopted by the Board of Directors of the Corporation. The authority to determine such designations and terms is vested in the Board of Directors.

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- (b) Each series of Preferred Shares may: - Have such number of shares; - Have such voting powers, full or limited, or may be without voting power; - Be redeemable or convertible at such times and at such prices; - Entitle holders to receive distributions, which may be cumulative, non-cumulative, or partially cumulative, at such rate or rates, on such conditions, and payable in preference to dividends payable on any other class or series; - Have preference over any other class of shares with respect to distributions, including dividends and upon dissolution; - Be convertible into, or exchangeable for, shares of any other class or classes or of any series of the same or any other class, with such adjustments; - Be entitled to the benefit of a sinking fund or purchase fund for redemption or purchase of shares; - Be subject to conditions and restrictions upon the creation of indebtedness of the Corporation, upon the issue of additional shares, and upon the payment of dividends or making other distributions on, and the purchase, redemption, or acquisition of, outstanding shares; - Have such other rights, and qualifications, limitations, or restrictions as determined by the Board of Directors.
- (c) The number of shares in each series may be increased or decreased (but not below the number then outstanding) by the Board of Directors.
- (d) Preferred Shares that have been redeemed, purchased by the Corporation, or converted into other classes of shares, shall have the status of authorized and unissued Preferred Shares and may be reissued, subject to any conditions or restrictions.

The Corporation reserves the right to issue, repurchase, redeem, or convert any shares of any class as provided by law and these Articles. The specific rights, preferences, privileges, and restrictions of each class or series of shares will be further delineated in resolutions adopted by the Board of Directors and must comply with the Florida Business Corporation Act and other applicable laws.

#### ARTICLE IV REGISTERED AGENT

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

Registered Agents Inc  
7901 4th St N STE 300  
St. Petersburg, FL 33702

#### ARTICLE V INCORPORATION

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

David H. Carson  
LuminAry Defense Inc.  
7901 4th St N STE 300  
St. Petersburg, FL 33702

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ARTICLE VI  
CORPORATE AUTHORITY

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

Until changed as provided in the bylaws of the Corporation the initial directors and the officers of the Corporation were and continue to be as follows:

William Blackmer, Director, President and Chief Executive Officer  
c/o LuminAry Defense Inc.  
7901 4th St N STE 300  
St. Petersburg, FL 33702

AND

David H. Carson, Director, Vice President, Secretary and Treasurer  
c/o LuminAry Defense Inc.  
7901 4th St N STE 300  
St. Petersburg, FL 33702

ARTICLE VII  
BYLAWS

The Bylaws of the corporation have been adopted by the Board of Directors and may be amended from time to time.

ARTICLE VIII  
PROTECTIVE PROVISIONS

No action shall be taken by the Corporation, whether by amendment, merger, consolidation, or otherwise, that materially and adversely affects the rights of the Super Voting Common Shares without the affirmative vote or written consent of the holders of at least 70% of the Super Voting Common Shares, voting as a separate class.

ARTICLE IX  
ANTI-DILUTION PROVISIONS

In the event the Corporation issues additional shares at a purchase price less than the then-current conversion price of the Preferred Shares, the conversion price of the Preferred Shares shall be adjusted according to the following formula:

$$\text{New Conversion Price} = \frac{(\text{Old Conversion Price} \times \text{Old Issued Shares}) + (\text{New Issued Shares} \times \text{New Share Price})}{\text{Old Issued Shares} + \text{New Issued Shares}}$$

This formula shall be applied to protect Preferred Shareholders from dilution resulting from such issuance.

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ARTICLE X  
BOARD COMPOSITION AND STAGGERED TERMS

- 1) **Composition:** The Board of Directors of the Corporation shall consist of five (5) directors.
- 2) **Founder Designation:** Founders shall be entitled to designate three (3) of the five (5) directors, ensuring founders maintain significant influence over the board's composition and decision-making.
- 3) **Investor Designation:** Investors shall be entitled to designate two (2) of the five (5) directors, allowing for investor representation and input in corporate governance.
- 4) **Staggered Board Structure:** The Board of Directors shall be divided into three classes as nearly equal in number as possible. The classes shall be designated Class I, Class II, and Class III.
  - a) Class I directors shall serve a one-year term and shall be elected at the annual meeting of shareholders in the year this provision is adopted.
  - b) Class II directors shall serve a two-year term and shall be elected at the first annual meeting of shareholders following the adoption of this provision.
  - c) Class III directors shall serve a three-year term and shall be elected at the first annual meeting of shareholders following the adoption of this provision.
- 5) **Term Renewal:** At each annual meeting of shareholders following the initial classification and election, directors elected to succeed those whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election.
- 6) **Changes and Adjustments:** The number of directors may be increased or decreased pursuant to the Corporation's bylaws, but no decrease will have the effect of shortening the term of an incumbent director. Any additional directorships created by an increase in the number of directors will be distributed among the three classes so as to make all classes as nearly equal in number as possible.
- 7) **Future Modifications:** Modifications to the board's structure and the designation of directors require the affirmative vote or written consent of the holders of a majority of the Super Voting Common Shares, voting as a separate class. This ensures that foundational changes to governance structures align with the founders' strategic vision and control.

ARTICLE XI  
CORPORATE EXISTENCE

The corporate existence of the Corporation commenced on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XII  
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 18<sup>th</sup> day of March 2024.

  
David H. Carson, Incorporator

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### Statement of Consent by Registered Agent

I, David Roberts, hereby affirm that Registered Agents Inc has consented to and accepted the appointment as the authorized registered agent to receive and accept service of process within the jurisdiction of Florida, on behalf of the entity LuminAlry Defense Inc.

Service of process may be completed by clearly directing any communications towards the intended entity recipient "To: LuminAlry Defense Inc. in care of RA: Registered Agents Inc" and delivered to the following address:

7901 4th Street N. Suite 300

St. Petersburg, FL 33702

Date 3/18/24

x David Roberts

Title: Assistant Secretary

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