

TRANSMITTAL LETTER

P 98800045878

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

400002526824--0

-05/18/98--01039--011

****122.50 ****122.50

SUBJECT: BIGHORN OIL and GAS CORPORATION
(Proposed corporate name - must include suffix)

6

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

ALEJANDRO P. GALAN

Name (printed or typed)

4641 S.W. 25TH AVE.

Address

FORT LAUDERDALE, FL. 33312

City, State & Zip

(954)-983-0438

Daytime Telephone number

FILED
98 MAY 18 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSE

MAY 21 1998

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

ARTICLES OF INCORPORATION
OF
BIGHORN OIL AND GAS CORPORATION

FILED
98 MAY 18 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

Article 1 - Corporate Name

The name of the Corporation is:

Bighorn Oil And Gas Corporation

Article 2 - Initial Registered Office and Agent

The initial Registered office of the Corporation is 4641 Southwest 25th Avenue, Dania, Florida 33312. The name and address of the initial registered agent is Alejandro P. Galan and the mailing address is 4641 S.W. 25th Avenue, Fort Lauderdale, Florida 33312.

Article 3 - Duration

This Corporation shall have perpetual existence.

Article 4 - Purpose

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

Article 5 - Incorporator(s)

The name(s) and addresses of the incorporator(s) of this Corporation are:

Alejandro P. Galan
4641 Southwest 25th Avenue
Fort Lauderdale, Florida
33312

Article 6 - Initial Board of Directors

The Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the bylaws of the Corporation, but shall never be less than three (3). The names and addresses of the initial Directors are as follows:

Alejandro P. Galan - President
4641 S.W. 25th Avenue
Fort Lauderdale, FL 33312

Antonia C. Galan - Director
4641 S.W. 25th Avenue
Fort Lauderdale, FL 33312

Louis Grandizio - Director
1 Boswell Place
Boynton Beach, FL 33462

Article 7 - Capital Stock

7.1 The Corporation is authorized to issue One Million (1,000,000) shares of common stock, without par value.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s), may, as they deem advisable, reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

Article 8 - Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article 9 - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 10 - Registered Owner(s)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

Article 11 - Bylaws

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at a time of such action shall be necessary to take action for the making, alteration, amendment or repeal of the Bylaws.

Article 12 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 13 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservations.

In Witness Whereof, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of May 1998.

A. Galan
Alejandro P. Galan, Incorporator

FILED
98 MAY 18 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledgment:

Having been named as Registered Agent to accept service of process for the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

A. Galan
Alejandro P. Galan