

P98000071282
TRANSMITTAL LETTER

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

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-08/12/98--01017--011
*****78.75 *****78.75

SUBJECT: The Cornerstone Group, USA INC.
(Proposed corporate name - must include suffix)

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: Avon Witherspoon
Name (Printed or typed)

5745 SW 75th Street #121
Address

Gainesville, Florida 32608
City, State & Zip

(352) 333-0840
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 2:25

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

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WS

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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ARTICLE I NAME

The name of the corporation shall be:

The Cornerstone Group, USA INC

ARTICLE II PRINCIPAL OFFICE (Initial Principal Office)

The principal place of business and mailing address of this corporation shall be: The street address of the initial principal office of the corporation is 5745 SW 75th Street #121 Gainesville, Florida 32608

ARTICLE III SHARES

(100) The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred shares of capital stock for the par value of One (\$1.00) Dollar per Share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash property, or in shares of the capital stock of the corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Avon Witherspoon
5745 SW 75th Street #121
Gainesville, FL 32608

ARTICLE V INCORPORATOR

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

Avon Witherspoon
5745 SW 75th Street #121
Gainesville, FL 32608

Avon Witherspoon

Signature/Incorporator

8/10/98

Date

(An additional article must be added if an effective date is requested.)

Additional Articles are Attached to and made a part thereof

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Avon Witherspoon

Signature/Registered Agent

8/10/98

Date

Articles of Incorporation of

The Cornerstone Group, USA Inc.

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Article VI - Term of Existence

the period of duration of the corporation is perpetual.

Article VII - Nature of Business

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing

Article VIII - Directors

the initial Board of Directors shall consist of two (2) members who need NOT be a resident of the state of Florida or Shareholder of the corporation

Article IX - Initial Directors

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

Name: → Aron Witherspoon - 5745 SW 75th Street # 121
Gainesville, FL 32608

Justin Witherspoon - 5745 SW 75th Street # 121
Gainesville, FL 32608

the Directors shall be elected in accordance with the By-Laws of the corporation.

Articles of Incorporation of

THE CORNERSTONE GROUP, USA INC.

Article X — Amendment of Articles of Incorporation

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds ($2/3$) vote of the common stock.

Article XI — Preemptive Rights

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

Article XII — Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his/her shares, to distribute them among as many candidates as he/she may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his/her vote at said election.

Article XIII — Determination of Consideration

The stockholders shall have the right to determine in every instance the consideration for which the shares of the Corporation shall be issued.