

**ARTICLES OF INCORPORATION  
KENTUCKY DEPARTMENT OF STATE  
PROFIT BUSINESS CORPORATION  
COMMONWEALTH OF KENTUCKY**

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Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
1/21/2015 3:32 PM  
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For the purposes of forming a business corporation in the Commonwealth of Kentucky pursuant to KRS 273, the undersigned incorporator(s) hereby submit(s) the following Articles of Incorporation to the Secretary of State of the Commonwealth of Kentucky for filing:

**Article I.** The name of this Corporation is

eVapor Pro, Inc.

**Article II:** The number of shares the corporation is authorized to issue is 1000.

**Article III.** The name and street address of the corporation's initial registered office in Kentucky is:

Brandon Combs  
410 Sara Leigh Drive Apt 1  
Richmond, KY 40475

**Article IV.** The mailing address of the corporation's principal office is:

Brandon Combs  
410 Sara Leigh Drive Apt 1  
Richmond, KY 40475

**Article V.** The name and mailing address of the incorporators is as follows:

Brandon Combs                      410 Sara Leigh Drive Apt 1, Richmond, KY 40475

**Article VI.** The names and address of the persons who are appointed to act as the initial directors of this Corporation are:

**NAME:**

Brandon Combs  
Melody Shropshire

**BUSINESS ADDRESS:**

410 Sara Leigh Drive Apt 1, Richmond, KY 40475  
PO Box 1951, Richmond, KY 40476

**Article VII.** The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the laws of this Commonwealth.

**Article VIII.** The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under the laws of this Commonwealth.

**Article IX:** The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. The corporation shall indemnify and protect any officer or director of the Corporation who signs a personal guaranty. No officer of the Corporation shall be permitted to sign a personal guaranty for payment without a binding board resolution passed with a simply quorum of the directors of the Corporation and any these Articles as

**Article X:** Directors shall be personally liable to the Corporation and its stockholders for monetary damages for breach of fiduciary duty as a Director, when (i) any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) willfully withholding information from the elected Chief Executive Officer which results in a monetary loss and/or litigation to the Corporation (iv) for any transaction from which the Director derived an improper personal benefit.

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

- a. Directors of the Corporation shall be elected by the stockholders of the corporation in a manner prescribed in the Bylaws. The Directors of the Corporation (Board of Directors) shall appoint or elect the chief executive officer and any subordinate officers deemed appropriate.
- b. To remove at any time any officer elected or appointed by the Board of Directors but only by the affirmative vote of a majority of the whole Board of Directors. Any other officer or employee of the Corporation may be removed at any time by a vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the Bylaws or by the vote of the Board of Directors.
- c. To designate standing committees by the affirmative vote of a majority of the whole Board, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the Bylaws, including the power to cause the seal of the Corporation to be affixed to any papers which may require it.
- d. The Corporation may by its Bylaws confer upon the Directors powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.
- e. The chief executive officer shall be an ex officio, member of the Board of Directors but may only vote in order to break a tie to reach a quorum. Should the chief executive officer refuse to vote, the resolution or other matter being considered shall be tabled until consensus can be reached.

**Article XI:** Stockholders must ratify the Bylaws of the Corporation by a two-thirds majority after being approved by the Board of Directors and presented to stockholders for ratification by the Chief Executive Officer or the Secretary of the Corporation per KRS 271B.10-030. The Corporation's two-thirds majority shall override Commonwealth law under KRS 271B.10-030(5). Furthermore, the same applies to alter, amend, or repeal the Bylaws of the Corporation. Without ratification from stockholders, any alterations, amendments, or repeals are null and void.

**Article XII:** The Chief Executive Officer, President of the Corporation, Chief Operating Officer, and the Chief Financial Officer of the Corporation shall have the authority to designate employees of the Corporation to have the title of Vice President, Assistant Vice President, Regional Vice President, Assistant Treasurer, Assistant Controller or Assistant Secretary of the Corporation. Any employee so designated shall have the powers and duties determined by the officer making such designation. The persons upon whom such titles are conferred shall not be deemed officers of the Corporation unless elected or affirmed by the Board of Directors.

**Article XIII.** 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 in these Articles, statute, and all other rights conferred on stockholders herein are granted subject to this reservation.

**Article XIV.** No meeting of the Board of Directors or annual meeting of the stockholders may take place outside of the Commonwealth of Kentucky.

**Article XV.** The undersigned, being all the persons named above as the initial directors, declare that they are the person(s) who executed the foregoing Articles of Incorporation, which execution is their act and deed. The name and mailing address of each incorporator is:


**NAME:**

Brandon Combs

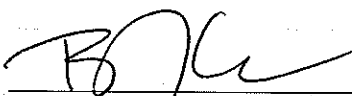
**BUSINESS ADDRESS:**

410 Sara Leigh Drive Apt 1, Richmond, KY 40475

**IN WITNESS WHEREOF,** the undersigned, being all the persons named above as the initial directors and incorporators have executed these Articles of Incorporation as incorporators on January 21, 2015. I/We declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct.

 1/21/2015  
Brandon Combs

I, Brandon Combs, consent to being the registered agent of behalf of the Corporation.

 1/21/2015  
Brandon Combs