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RED LAMBDA, INC.

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**CERTIFICATE
OF
RED LAMBDA, INC.**

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act ("FBCA"), the undersigned, Red Lambda, Inc., a Florida corporation (the "Corporation"), certifies as follows:

1. The name of the corporation is Red Lambda, Inc.
2. The Board of Directors of the Red Lambda, Inc. and its shareholders have approved and adopted by all necessary corporate action the Sixth Amended and Restated Articles of Incorporation ("Amended and Restated Articles of Incorporation") as attached hereto.
3. In connection with the amendment and restatement of the Corporation's prior articles of incorporation ("Predecessor Articles of Incorporation"), the Board of Directors:
 - (a) approved revisions throughout the Predecessor Articles of Incorporation to the definition of its common shares, par value \$0.0001, from "Common Stock" to "Common Shares" and to the definition of its preferred shares, par value \$0.0001, from "Preferred Stock" to "Preferred Shares."
 - (b) approved the following amendment of Article V "Shareholder Action by Written Consent" of the Predecessor Articles of Incorporation by deleting Article V in its entirety and replacing it to read as follows:

"Commencing on the date that the Common Shares are first registered with the Securities and Exchange Commission under Section 12(b) or Section 12(g) of the Securities Exchange Act of 1934 (the "Commencement Date"), no action may be taken by shareholders of the Corporation except by an annual or special meeting of the shareholders called in accordance the bylaws of the Corporation and no action shall be taken by shareholders of the Corporation by written consent. Prior to the Commencement Date, any action required to be taken or which may be taken at any annual or special meeting of shareholders of the Corporation may be taken by the shareholders of the Corporation by written consent in accordance with Section 607.0704 of the FBCA and the bylaws of the Corporation."

- (c) approved the addition of a new Article VI to read as follows.

**"ARTICLE VI
Shareholder Quorum and Special Meetings of Shareholders**

- A. At any meeting of the shareholders, the holders of at least forty percent (40%) of the votes entitled to be cast on a matter at such meeting, represented in person or by proxy, shall constitute a quorum for action on that matter.
- B. Special meetings of shareholders of the Corporation may be called only by the Chairman of the Board of Directors, if one is elected, the Chief Executive Officer, a majority of the then-sitting

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directors of the Corporation, or by holders of not less than forty percent (40%) of all votes entitled to be cast on any issue proposed to be considered at such special meeting, but such special meetings may not be called by any other person or persons."

- (d) approved the renumbering and renaming of Article VI "Directors" of the Predecessor Articles of Incorporation to Article VII "Directors; Removal" and by deleting prior Article VI in its entirety and replacing it to read as follows:

**"ARTICLE VII
Directors; Removal**

A. Size and Classification of Board. The Board shall consist of between three (3) and nine (9) directors, with the exact number to be fixed from time to time by, or in the manner provided in the Corporation's bylaws. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible with the terms of office of one class expiring each year. Except in case of death, resignation, disqualification, or removal, each director of the Corporation shall serve for a term ending on the date of the third annual meeting of shareholders following the annual meeting after his or her appointment.

B. Removal of Directors. Prior to the Commencement Date, subject to the rights of the holders of any class or series of Preferred Shares then-outstanding, any director of the Corporation, or the entire Board of Directors, may be removed from office at any time by the shareholders of the Corporation with or without cause. Commencing on the Commencement Date, subject to the rights of the holders of any class or series of Preferred Shares then-outstanding, any director of the Corporation, or the entire Board of Directors, may be removed from office at any time by the shareholders of the Corporation only for cause."

- (e) approved the following amendment to Article VIII "Bylaws" of the Predecessor Articles of Incorporation by deleting the last sentence of Article VIII "Bylaws" of the Predecessor Articles of Incorporation in its entirety and replacing it to read as follows:

"In addition to any requirements of law and any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage may be specified by law or these Articles of Incorporation), the bylaws of the Corporation may be altered, or amended, or new bylaws adopted, by shareholders only upon the affirmative vote of a majority of the outstanding votes entitled to be voted by shareholders, voting together as a single class, at a duly called and held meeting of shareholders."

- (f) approved the renumbering and renaming of Article VII "EXCLUSION OF APPLICATION OF SECTION 607.0901 and APPLICATION OF SECTION 607.0902 OF THE FLORIDA BUSINESS CORPORATION ACT" of the Predecessor Articles of Incorporation to Article IX "Elections under Sections 607.0901 and 607.0902 of the FBCA."

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- (g) Approved the addition of a new Article X to read as follows:

**"ARTICLE X
Indemnification; Exculpation**

A. No Personal Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the fullest extent permitted by the provisions of the FBCA, as the same may be amended and supplemented from time to time (provided that any such amendment or supplement shall not adversely affect any right or protection of any person existing at the time of such amendment or supplement).

B. Indemnification. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director, officer, employee, or agent of any other enterprises at the request of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees.

C. Expenses. Costs, charges, and expenses (including attorneys' fees) incurred by a person referred to in Section B of this Article X in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such director to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

D. Exclusions. Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify or advance expenses to a person referred to in Section B of this Article X with respect to any action, suit, or proceeding (the "Exclusions"): (i) brought by the Corporation against such person for willful misconduct, unless a court of competent jurisdiction shall have determined by a final, non-appealable judgment, that claims by the Corporation in such action, suit, or proceeding were not made in good faith or were frivolous, (ii) initiated or brought voluntarily by such person and not by way of defense (unless brought to establish or enforce a right to indemnification this Article X or any other applicable statute or law or the FBCA), or (iii) commence after the Commencement Date, for payments prohibited to be reimbursed,

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advanced, or be subject to indemnification under any applicable provisions of the federal securities laws. Although the Corporation may not be obligated to indemnify or advance for any of the Exclusions, the Board of Directors may agree to provide such indemnification or advancement of such expenses if the Board of Directors deems it appropriate.

E. Severability. If this Article X or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director of the Corporation to the fullest extent permitted by all portions of this Article X that has not been invalidated and to the fullest extent permitted by law. Neither any amendment nor repeal of this Article X, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article X, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision."

- (h) Approved the addition of a new Article XI to read as follows:

"ARTICLE XI
Forum for Adjudication of Disputes

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the FBCA or the Articles of Incorporation or bylaws of the Corporation (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state court located within Seminole County, Florida (or, if such state court does not have jurisdiction, the federal district court for Middle District of Florida). If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court located within the State of Florida (a "Foreign Action") in the name of any shareholder, such shareholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Florida in connection with any action brought in any such court to enforce the preceding sentence and (b) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the Foreign Action as agent for such shareholder."

The amendments to the Predecessor Articles of Incorporation described in Section 3 of this Certificate are referred to as the "Amendments."

4. At a duly called and convened meeting of the Board of Directors held on April 9, 2018 in accordance with the procedures permitted by the Corporation's bylaws, the Board of Directors of the

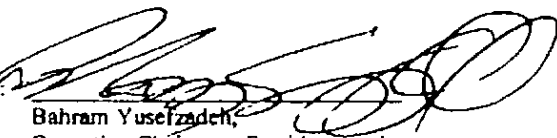
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Corporation approved the Amendments and recommended that shareholders of the Corporation approve the Amendments. In an action taken by written consent pursuant to Section 607.0704 of the FBCA, effective April 13, 2018, the shareholders of the Corporation duly approved the Amendments in compliance with the procedures permitted by the original Articles of Incorporation and the Corporation's bylaws. In accordance with the foregoing, the Amendments were approved in accordance with Section 607.1003 of the FBCA.

5. Pursuant to the foregoing, the duly adopted Sixth Amended and Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments thereto and restatements thereof.

Dated this 16 day of April, 2018.

RED LAMBDA, INC.

By: 
Bahram Yusefzadeh,
Executive Chairman, President, and
Secretary

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**SIXTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RED LAMBDA, INC.**

Red Lambda, Inc., a Florida corporation, pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act ("FBCA") hereby adopts the following Sixth Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Red Lambda, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 400 Colonial Center Parkway, Suite 270, Lake Mary, Florida 32746.

ARTICLE III

Purpose and Duration

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida and the existence of the Corporation shall be perpetual.

ARTICLE IV

Capital Stock

A. Authorized Capital Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 750,000,000 Common Shares, par value \$0.0001 per share ("Common Shares"), and 25,000,000 Preferred Shares, par value \$0.0001 per share ("Preferred Shares").

B. Common Shares. Subject to the rights, powers, preferences and privileges of the holders of any Preferred Shares pursuant to any Preferred Shares Designation (as defined below), the relative rights, preferences and limitations of the Common Shares are as follows:

- (i) Dividends. Holders of the Common Shares shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors (the "Board" or "Board of Directors") from time to time out of assets or funds of the Corporation legally available therefor.
- (ii) Voting. On each matter properly submitted to the Corporation's shareholders for a vote, each outstanding Common Share shall entitle the holder thereof to one vote per share, whether in person or by proxy, for each Common Share outstanding in such shareholder's name on the transfer books of the Corporation; provided, however, that, except as otherwise required by law, holders of

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Common Shares shall not be entitled to vote on any amendment to these Articles of Incorporation (including any Preferred Shares Designation relating to any series of Preferred Shares) that relates solely to the terms of one or more outstanding series of Preferred Shares if the holders of such affected series of Preferred Shares are entitled, either separately or together as a class with the holders of one or more other series, to vote thereon pursuant to these Articles of Incorporation (including any Preferred Shares Designation). The voting rights of the Common Shares are subject to the voting rights of any Preferred Shares which may be established pursuant to a Preferred Shares Designation.

- (iii) Ranking. Subject to the rights of any Preferred Shares, the Common Shares shall share ratably in distributions upon liquidation, dissolution or winding up of the Corporation.
- (iv) Cumulative Voting. Cumulative voting shall not be allowed in the election of directors or for any other purpose.
- (v) No Pre-emptive Rights. The shareholders of the Corporation shall not have preemptive rights with respect to any shares of capital stock of the Corporation, including but not limited to unissued shares or treasury shares.

C. Preferred Shares. In addition to the Common Shares, the Corporation shall have the authority, exercisable by its Board and subject to any limitations prescribed by law, to designate and issue up to 25,000,000 Preferred Shares. The Board is expressly authorized to provide for the issuance of the Preferred Shares in one or more series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, powers, rights, qualifications, and relative, participating, optional, or other rights or restrictions thereof as may be permitted by the FBCA. The terms of any Preferred Shares may be established and designated from time to time by the Board by filing an amendment to these Articles of Incorporation, which is effective without shareholder action (any such amendment, a "Preferred Shares Designation"). The number of authorized Preferred Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the voting power of the Common Shares and Preferred Shares outstanding and entitled to vote thereon, voting together as a single class, without a vote of the holders of the Preferred Shares, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Shares Designation(s) establishing the series of Preferred Shares.

D. Power to Sell and Purchase Shares. Subject to the requirements of applicable law, the Corporation shall have the power to issue and sell all or any part of any shares of any class of stock herein or hereafter authorized to such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of another class, and as otherwise permitted by law. Subject to the requirements of applicable law, the Corporation shall have the power to purchase any shares of any class of stock herein or hereafter authorized from such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not less consideration could be paid upon the purchase of the same number of shares of another class, and as otherwise permitted by law.

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ARTICLE V
Shareholder Action by Written Consent

Commencing on the date that the Common Shares are first registered with the Securities and Exchange Commission under Section 12(b) or Section 12(c) of the Securities Exchange Act of 1934 (the "Commencement Date"), no action may be taken by shareholders of the Corporation except by an annual or special meeting of the shareholders called in accordance the bylaws of the Corporation and no action shall be taken by shareholders of the Corporation by written consent. Prior to the Commencement Date, any action required to be taken or which may be taken at any annual or special meeting of shareholders of the Corporation may be taken by the shareholders of the Corporation by written consent in accordance with Section 607.0704 of the FBCA and the bylaws of the Corporation.

ARTICLE VI
Shareholder Quorum and Special Meetings of Shareholders

A. At any meeting of the shareholders, the holders of at least forty percent (40%) of the votes entitled to be cast on a matter at such meeting, represented in person or by proxy, shall constitute a quorum for action on that matter.

B. Special meetings of shareholders of the Corporation may be called only by the Chairman of the Board of Directors, if one is elected, the Chief Executive Officer, a majority of the then-sitting directors of the Corporation, or by holders of not less than forty percent (40%) of all votes entitled to be cast on any issue proposed to be considered at such special meeting, but such special meetings may not be called by any other person or persons.

ARTICLE VII
Directors; Removal

A. Size and Classification of Board. The Board shall consist of between three (3) and nine (9) directors, with the exact number to be fixed from time to time by, or in the manner provided in the Corporation's bylaws. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible with the terms of office of one class expiring each year. Except in case of death, resignation, disqualification, or removal, each director of the Corporation shall serve for a term ending on the date of the third annual meeting of shareholders following the annual meeting after his or her appointment.

B. Removal of Directors. Prior to the Commencement Date, subject to the rights of the holders of any class or series of Preferred Shares then-outstanding, any director of the Corporation, or the entire Board of Directors, may be removed from office at any time by the shareholders of the Corporation with or without cause. Commencing on the Commencement Date, subject to the rights of the holders of any class or series of Preferred Shares then-outstanding, any director of the Corporation, or the entire Board of Directors, may be removed from office at any time by the shareholders of the Corporation only for cause.

ARTICLE VIII
Bylaws Amendments

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation to the extent permitted by law; *provided, however*, that such authorization shall not divest the shareholders of the power or limit

the power of the shareholders to adopt, amend, or repeal the bylaws of the Corporation. In addition to any requirements of law and any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage may be specified by law or these Articles of Incorporation), the bylaws of the Corporation may be altered, or amended, or new bylaws adopted by shareholders only upon the affirmative vote of a majority of the outstanding votes entitled to be voted by shareholders, voting together as a single class, at a duly called and held meeting of shareholders.

ARTICLE IX
Elections under Sections 607.0901 and 607.0902 of FBCA

The Corporation elects not to be governed by Section 607.0901 of the FBCA. The Corporation shall be governed by Section 607.0902 of the FBCA.

ARTICLE X
Indemnification; Exculpation

A. **No Personal Liability.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the fullest extent permitted by the provisions of the FBCA, as the same may be amended and supplemented from time to time (provided that any such amendment or supplement shall not adversely affect any right or protection of any person existing at the time of such amendment or supplement).

B. **Indemnification.** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director, officer, employee, or agent of any other enterprises at the request of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees.

C. **Expenses.** Costs, charges, and expenses (including attorneys' fees) incurred by a person referred to in Section B of this Article X in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such director to repay an amount advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

D. **Exclusions.** Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify or advance expenses to a person referred to in Section B of this Article X with respect to any action, suit, or proceeding (the "Exclusions"): (i) brought by the Corporation against such person for wilful misconduct, unless a court of competent jurisdiction shall have determined by a final, non-appealable judgment, that claims by the Corporation in such action, suit, or proceeding were not made in good faith or were frivolous, (ii) initiated or brought voluntarily by such person and not by way of defense (unless brought to establish or enforce a right to indemnification this Article X or any other applicable statute or law or the FBCA), or (iii) commence after the Commencement Date, for payments prohibited to be reimbursed, advanced, or be subject to indemnification under any applicable provisions

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of the federal securities laws. Although the Corporation may not be obligated to indemnify or advance for any of the Exclusions, the Board of Directors may agree to provide such indemnification or advancement of such expenses if the Board of Directors deems it appropriate.

E. Severability. If this Article X or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director of the Corporation to the fullest extent permitted by all portions of this Article X that has not been invalidated and to the fullest extent permitted by law. Neither any amendment nor repeal of this Article X, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article X, shall eliminate or reduce the effect of this Article X in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article X, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

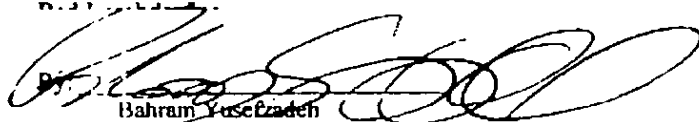
ARTICLE XI
Forum for Adjudication of Disputes

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for: (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the FBCA or the Articles of Incorporation or bylaws of the Corporation (as either may be amended from time to time), or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state court located within Seminole County, Florida (or, if such state court does not have jurisdiction, the federal district court for Middle District of Florida). If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court located within the State of Florida (a "Foreign Action") in the name of any shareholder, such shareholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Florida in connection with any action brought in any such court to enforce the preceding sentence and (b) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the Foreign Action as agent for such shareholder.

[Signatures On Next Page]

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IN WITNESS WHEREOF, the undersigned officer has executed these Sixth Amended and Restated Articles of Incorporation in the name and on behalf of the Corporation on this 16th day of April, 2018.


By: Bahram Yusefzadeh
Its: Executive Chairman and President