

P18000040092

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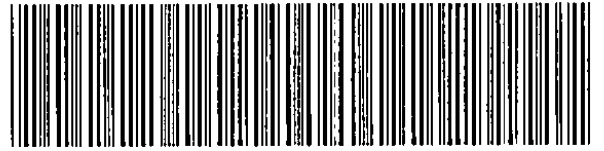
(Business Entity Name)

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MAY 13 2020

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PROHEALTH SELECT, INC.

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
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Signature _____

Requested by: Seth _____
Name Date Time
_____ 05/12/20 _____

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PROHEALTH SELECT, INC.**

ProHealth Select, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act ("FBCA") does hereby certify that:

FIRST. The name of this corporation is ProHealth Select, Inc. and the corporation was originally incorporated on August 17, 2016 as Extenders Group, LLC, which converted to ProHealth Select, Inc. under the FBCA on April 27, 2018, having Document Number P18000040092.

SECOND. These Amended and Restated Articles of Incorporation were unanimously approved by the holders of one hundred percent (100%) of all outstanding shares of stock of ProHealth Select, Inc., by written action in lieu of a meeting on May 12-, 2020, and by ProHealth Select, Inc.'s Board of Directors pursuant to a unanimous written consent in lieu of a special meeting dated May 12, 2020, in accordance with the provisions of Sections 607.0704 and 607.0821 of the FBCA.

THIRD. These Amended and Restated Articles of Incorporation of ProHealth Select, Inc. consolidate all amendments of the corporation into a single document

The Articles of Incorporation of ProHealth Select, Inc. filed on April 27, 2018, are hereby amended and restated in their entirety pursuant to the provisions of Section 607.1006 and Section 607.1007, Florida Statutes, as follows:

ARTICLE I

The name of this corporation is ProHealth Select, Inc. (the "Corporation").

ARTICLE II

The principal place of business and the mailing address of the Corporation is 621 NW 53 Street, Suite 330, Boca Raton, FL 33487.

ARTICLE III

The purpose of the Corporation is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

ARTICLE IV

The Board of Directors shall initially consist of between two (2) and five (5) members.

ARTICLE V

I. Authorized Capital.

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PROHEALTH SELECT, INC.

1.1. Capital. This Corporation is authorized to issue multiple classes of stock. Initially, the Corporation shall issue two classes of stock to be designated "Common Stock" and "Preferred Stock". The total number of shares of stock that the Corporation shall have authority to issue is Two Million Two Hundred Thousand (2,200,000) shares \$0.00 par value per share consisting of (i) Two Hundred Thousand (200,000) shares of Common Stock, no par value and (ii) Two Million (2,000,000) shares of Preferred Stock, no par value.

1.2. Changes to Capital. An affirmative vote of a majority of the holders of both the Common Stock and Preferred Stock of the Corporation is required to amend these Articles Of Incorporation to: (i) establish in any one or more respects a designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications or terms and conditions of redemption for any new series or class of the Corporation's Stock, including, without limitation, the establishment of a class or series with preferences and other rights, equal or superior to any existing series or class of Stock, (ii) to increase the number of shares of stock in a designated series, and (iii) to increase the number of shares of stock that the Corporation shall have authority to issue.

2. Terms of the Common Stock.

2.1 Designation and Number. The shares of Common Stock shall consist of a single class which shall be designated Common Stock and consist of Two Hundred Thousand (200,000) shares. All shares of Common Stock shall be identical and shall entitle the holder thereto to the same rights and privileges.

2.2 Dividends. Subject to this Article V, dividends may be paid on the Common Stock as and when declared by the Board of Directors of the Corporation and the holders of the Common Stock shall participate ratably in, all dividends of the Corporation, whether paid in cash, property or stock of the Corporation, as may be from time to time declared thereon by the Board of Directors out of the assets or funds of the Corporation legally available therefor.

2.3. Ratable Treatment. Subject to this Article V, the Corporation shall not pay a dividend, make a distribution, or effect a stock split-up, combination, reorganization, reclassification or recapitalization, in each case, with respect to its outstanding shares of Common Stock, unless all of its outstanding shares of Common Stock participate on the same basis (except in the case of a reclassification or recapitalization) in such dividend, distribution, split-up, combination, reorganization, reclassification or recapitalization.

2.4 Fractional Shares. Fractional votes shall not be permitted and any fractional voting rights resulting with respect to any holder of Common Stock shall be rounded to the nearest whole number (with one-half rounded upward to one).

2.5 Transferability. No shareholder may sell, transfer assign, pledge, hypothecate or encumber all or any portion of Common Stock without the written consent of the Company. The Company will generally require any shareholder seeking its consent to provide an opinion of counsel (such opinion and counsel to be satisfactory to the Company) that the proposed transfer would not subject the Company to any adverse regulatory or tax requirements or result in the

violation of any applicable law or regulation. The Company may withhold its consent in its sole and absolute discretion for any or no reason.

2.6 Voting Rights. Except as otherwise provided herein or by the Act, each holder of Common Stock shall be entitled to one vote per share on all matters on which shareholders are entitled to vote or consent pursuant to the Act or this Agreement.

3. Terms of Preferred Stock.

3.1 Designation and Number. The shares of Preferred Stock shall consist of a single class which shall be designated Preferred Stock and consist of Two Million (2,000,000) shares. All shares of Preferred Stock shall be identical and shall entitle the holder thereto to the same rights and privileges.

3.2 Increasing Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of Preferred Stock then outstanding plus the number of shares of Preferred Stock necessary to allow for the conversion or exercise of all convertible or exercisable securities of the Corporation then outstanding, if any) by an affirmative vote of the holders of a majority of the Common Stock of the Corporation.

3.3 Dividends. Subject to this Article V, dividends may be paid on the Preferred Stock as and when declared by the Board of Directors of the Corporation and the holders of the Preferred Stock shall have a dividend preference of five (5%) percent per annum, cumulative, whether paid in cash, property or stock of the Corporation, as may be from time to time declared thereon by the Board of Directors out of the assets or funds of the Corporation legally available therefor.

3.4. Ratable Treatment. Subject to this Article V, the Corporation shall not pay a dividend, make a distribution, or effect a stock split-up, combination, reorganization, reclassification or recapitalization, in each case, with respect to its outstanding shares of Preferred Stock, unless all of its outstanding shares of Preferred Stock participate on the same basis (except in the case of a reclassification or recapitalization) in such dividend, distribution, split-up, combination, reorganization, reclassification or recapitalization.

3.5 Transferability. No shareholder may sell, transfer assign, pledge, hypothecate or encumber all or any portion of Preferred Stock without the written consent of the Company. The Company will generally require any shareholder seeking its consent to provide an opinion of counsel (such opinion and counsel to be satisfactory to the Company) that the proposed transfer would not subject the Company to any adverse regulatory or tax requirements or result in the violation of any applicable law or regulation. The Company may withhold its consent in its sole and absolute discretion for any or no reason.

3.6 Voting Rights. Except as provided in Section 1.2, above, the holders of Preferred Stock shall have no voting rights unless otherwise agreed by the holders of the Common Stock.

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SECRETARY
PROHEALTH SELECT, INC.

4. Liquidation, Dissolution, Sale or Winding Up.

4.1. Upon the voluntary or involuntary dissolution, liquidation, sale or other disposition of all or substantially all of the assets of the Company or winding up (each, a "Liquidation") of the Corporation, the holders of the shares of the Preferred Shares shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or distribution shall be made on any holder of Common Stock the applicable Preferred Share Liquidation Preference (as that term are defined below).

4.2. The "Preferred Share Liquidation Preference" shall mean an amount equal to the sum of set forth in Exhibit A, attached hereto and incorporated herein

5. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of Article V and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Convertible Promissory Notes against impairment.

6. Notices. Any notice required to be given to the holders of shares of the Common Stock, shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

7. Amendments and Waivers. Except as otherwise set forth herein, any amendment, waiver or action required or permitted under this Article V shall become effective and binding if the same is approved by the vote or written consent of the holders of a majority of the Common Stock then outstanding.

ARTICLE VI

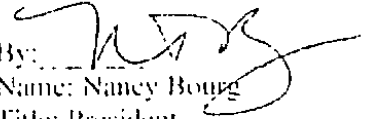
The name and Florida Street address of the registered agent is Joseph E. Carpenter Jr., c/o Carpenter & Berger PL, 111 SE 12 Street, Fort Lauderdale FL 33316.

[SIGNATURES ON NEXT PAGE]

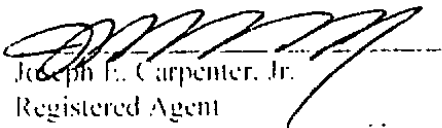
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of incorporation to be signed by Nancy Bourg, its President on May 12, 2020.

PROHEALTH SELECT, INC.

By: 
Name: Nancy Bourg
Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Joseph E. Carpenter, Jr.
Registered Agent

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SECRETARY OF STATE
STATE OF MISSISSIPPI

EXHIBIT A
PREFERRED LIQUIDATION PREFERENCE

The holders of Preferred Shares shall be entitled to receive and to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or distribution shall be made on any holder of Common Stock a liquidation preference equal to One Dollar (\$1.00) per share, principal and any unpaid dividends. Upon payment of the liquidation preference, any remaining distributions shall be made to the holders of the Common Shares.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA