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DATE: 08/2⁴/22

NAME: COFFEE CAPSULES INC

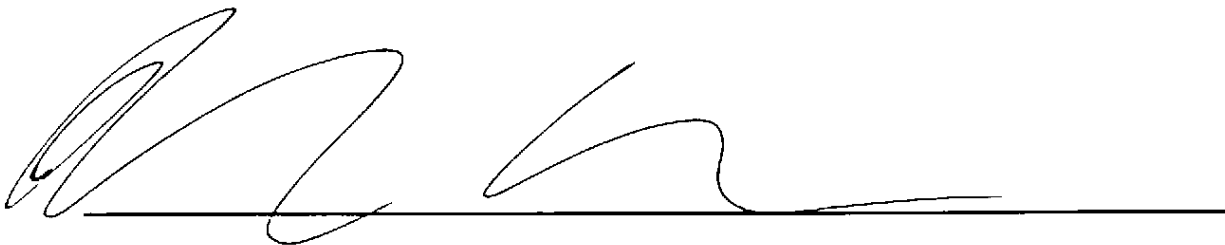
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AUTHORIZATION: ABBIE/PAUL HODGE



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COFFEE CAPSULES INC**

2022 Aug 24 AM 8:39

Pursuant to Section 607.1003 of the Florida Business Corporation Act (the "**FCBA**"), the undersigned, being the President of Coffee Capsules Inc (hereinafter the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 23, 2020, Document No. P20000060278.

SECOND: Amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to Sections 607.0704 and 607.0821 of the FCBA on August 23, 2022. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Coffee Capsules Inc.

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is 2980 McFarlane Road, Miami, Florida 33133.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 18,181,817 divided into classes and series as follows: (a) 10,000,000 shares of Class A Common Stock with a par value of \$0.00001 per share (the "**Class A Common Stock**"); and (b) 8,181,817 shares of Class B Common Stock with a par value of \$0.00001 per share (the "**Class B Common Stock**").

Except as set forth in this Article IV, the Class A Common Stock and the Class B Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the Corporation's board of directors, and be identical in all other respects as to all other matters, except voting.

Except as may be otherwise required by law or these Amended and Restated Articles of Incorporation, as amended, each holder of Class A Common Stock shall have one vote in respect of each share of Class A Common Stock held of record on all matters voted upon by the shareholders. The holders of Class B Common Stock shall have no voting rights.

ARTICLE V: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2980 McFarlane Road, Miami, Florida 33133. The name of the initial registered agent of the Corporation at that office is Loraine Mena Buelhoff.

ARTICLE VI: DIRECTOR AND OFFICERS

The name and address of the individual who will continue to serve on the board of directors of the Corporation immediately following the filing of these Amended and Restated Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
• Daniel Buelhoff	2980 McFarlane Road, Miami, Florida 33133

The names, addresses, and titles of the individuals who will continue to serve as officers of the Corporation immediately following the filing of these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
• Loraine Mena Buelhoff	President	2980 McFarlane Road, Miami, Florida 33133
• Ryan Dockman	Vice President	2980 McFarlane Road Miami, Florida 33133
• Yvonne Prill	Vice President	2980 McFarlane Road Miami, Florida 33133

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 23rd day of August 2022.

CORPORATION:

COFFEE CAPSULES INC

By: *Loraine Buelhoff*
Loraine Mena Buelhoff, President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Coffee Capsules Inc. a Florida corporation (the "**Corporation**"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23rd day of August 2022.

REGISTERED AGENT:

Loraine Buelhoff

Loraine Mena Buelhoff