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STATE OF FLORIDA
TALLAHASSEE, FL
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COVER LETTER

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

SUBJECT: JM Prophecies Corporation

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00 Filing Fee
 \$43.75 Filing Fee
& Certificate of Status

\$43.75 Filing Fee
& Certified Copy
 \$52.50 Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Simon Taylor

Name (Printed or typed)

777 So. Flagler Dr., Suite 800 West Tower

Address

West Palm Beach, Florida 33401

City, State & Zip

(561) 818-0170

Daytime Telephone number

staylorgeneral@att.net

E-mail address: (to be used for future annual report notification)

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

RESTATED ARTICLES OF INCORPORATION
OF
JM PROPHECIES CORPORATION

In compliance with Chapter 607 (Profit Corporation) of the Florida Statutes

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ARTICLE I

Name. The name of the corporation is JM Prophecies Corporation (the "Corporation").

ARTICLE II

Text of Restated Articles. The text of the Restated Articles of Incorporation of the Corporation (the "Restated Articles"), including all amendments consolidated in the Restated Articles, is as follows.

(A) Purpose. The Corporation is organized for the purpose of investing in qualified opportunity zone property (other than another qualified opportunity zone fund), in accordance with 26 U.S.C. Section 1400z-2 et seq. of the Internal Revenue Code and the regulations promulgated thereunder, and any and all lawful business.

(B) Authorization and Classes of Stock.

(1) Authorization of Numbers of Shares of Stock. The Corporation shall be and is authorized to issue 2,100,000 shares of capital stock, in classes of 100,000 shares designated as common stock, with a par value of \$0.01 per share, and 2,000,000 shares designated as preferred stock, with a par value of \$0.01 per share, subject to the authority of the board of directors of the corporation (the "Board of Directors") to classify and reclassify unissued shares of any class or series pursuant to Article II(B)(2) below and Florida Statutes Section 607.0602. One or more the classes or series of shares authorized together shall have unlimited voting rights and together shall be entitled to receive the net assets of the Corporation upon dissolution, in accordance with Florida Statutes Section 607.0601(2).

(2) Terms of Class or Series Determined by Board of Directors. Pursuant to Florida Statutes Section 607.0602(1), the Board of Directors shall be and is authorized, without shareholder approval, to:

- (a) classify any unissued shares into one or more classes or into one or more series within a class;
- (b) reclassify any unissued shares of any class into one or more classes or into one or more series within a class; or

- (c) reclassify any unissued shares of any series of any class into one or more classes or into one or more series within a class.

When acting pursuant to this Article II(B)(2), the Board of Directors is authorized to determine and shall determine the terms of each class or series of shares, including in regard to different, special, additional, conditional or limited voting rights or no voting rights; redeemable or convertible shares; distributions and dividends; dissolution and liquidation of the Corporation and any other designations, preferences, limitations and relative rights, in accordance with Florida Statutes Sections 607.0601 and 607.0602. Before issuing any shares of a class or series created pursuant to this Article II(B), the Corporation shall deliver to the State of Florida for filing articles of amendment of these Restated Articles setting forth the text of the amendment determining the terms of the class or series, which articles of amendment are to be effective without shareholder action. The Board of Directors is authorized to increase or decrease the number of shares in a class or series, but not below the number of shares of the class or series that are issued and outstanding at the time of the increase or decrease. If the number of shares of a class or series is decreased, the number of such decreased shares shall return to the status of the shares prior to their designation as part of the class or series.

(3) Common Stock. The common stock of the Corporation shall have and be entitled to the following rights, powers, preferences and limitations, and shall be subject to the following qualifications, limitations and restrictions, in addition to any other rights, powers, preferences, qualifications, limitations and restrictions afforded by the Florida Business Corporation Act, Chapter 607 of the Florida Statutes:

- (a) Subject to any priorities, preferences, rights, powers, designations, qualifications, limitations, restrictions and prior or superior rights of any other classes or series of stock of the Corporation in regard to distributions and dividends, the holders of the common stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets legally available therefor, such distributions and dividends as may be declared from time to time by the Board of Directors;
- (b) upon the liquidation, dissolution or winding up of the Corporation, the available assets of the Corporation shall be distributed among the holders of the common stock of the Corporation, subject to any priorities, preferences, rights, powers, designations, qualifications, limitations, restrictions and prior or superior rights of any other classes or series of stock of the Corporation; and
- (c) the holder of each share of common stock shall have the right to one vote per share of common stock and shall be entitled to vote upon such matters and in such manner as may be provided by law, subject to the voting rights of other classes and series of stock of the Corporation and subject to any priorities, preferences, rights, powers, designations, qualifications, limitations, restrictions and prior or superior rights of any other classes or series of stock of the Corporation; provided,

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FLORIDA

however, that, except as otherwise required by law, holders of common stock of the Corporation, as such, shall not be entitled to vote on any amendment to these Restated Articles that relates solely to the terms of one or more outstanding class or series of preferred stock of the Corporation if the holders of such class or series of preferred stock are entitled, either separately or together with the holders of one or more other series or classes of preferred stock, to vote thereon pursuant to these Articles or pursuant to the Florida Business Corporation Act without any vote on such amendment by the holders of common stock.

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(4) Preferred Stock. The Board of Directors shall have authority to authorize for issuance classes and series of preferred stock of the Corporation. The Board of Directors is authorized to determine and shall determine the terms of each class or series of preferred stock of the Corporation, including in regard to different, special, additional, conditional or limited voting rights or no voting rights; redeemable or convertible shares; distributions and dividends; dissolution and liquidation of the Corporation and any other designations, preferences, limitations and relative rights, in accordance with Article IIB(2) and Florida Statutes Sections 607.0601 and 607.0602.

(C) Excluded Opportunity. To the fullest extent permitted by law, the Corporation renounces, waives and terminates any interest, right, opportunity or expectancy of the Corporation in or to any Excluded Opportunity (as defined herein) and any interest, right, opportunity or expectancy in participating in, or being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" shall mean any matter, transaction, activity, asset, property, interest, project, work, intellectual property or opportunity that is presented to, or obtained, discovered, invented, created or developed by, or which otherwise comes into the possession of (1) any director or officer of the Corporation who is not an employee of the Corporation or any of its subsidiaries; or (2) any shareholder of the Corporation or any partner, member, director, officer, shareholder, employee, affiliate, principal or agent of any such shareholder of the Corporation, other than someone who is an employee of the Corporation or any of its subsidiaries (any entity referred to in item (1) or (2) above, a "Covered Entity"), unless such matter, transaction, activity, asset, property, interest, project, work, intellectual property or opportunity is presented to, or obtained, discovered, invented, created or developed by, or otherwise comes into the possession of, a Covered Entity expressly and solely in such Covered Entity's capacity as a director or officer of the Corporation while such Covered Entity is performing services or duties in such capacity. Any repeal, amendment or modification of this Article II(C) shall only have effect prospectively and shall not affect the rights, obligations, liabilities or Excluded Opportunities of the Corporation or any officer, director or shareholder of the Corporation that exist or arise prior to such repeal, amendment or modification.

(D) Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by law, including Florida Statutes Sections 607.0850 through 607.0859 of the Florida Business Corporation Act (as the Act may be amended or supplemented), indemnify any and all directors and officers whom it shall have power or shall be permitted to indemnify under applicable law from and against any expenses (including attorneys' fees), judgments, fines,

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monetary penalties, settlement amounts and other liabilities imposed upon or reasonably incurred by such person in connection with any pending, threatened or completed action, suit or proceeding to which such person is, or is threatened to be, a party by reason of or with regard to such person's capacity, position, actions or omissions as officer or director of the Corporation or by reason of or with regard to actions or omissions of such person in any other capacity or position with the Corporation, while having such office, capacity or position, and also as to actions or omissions of such person while serving at the request of the Corporation as a director, officer, employee, agent, partner, trustee, fiduciary, member or manager of another corporation or of a partnership, limited liability company, joint venture, trust, not-for-profit organization or other enterprise or entity (including service with respect to employee benefit plans), and from and against all other matters referred to in or covered by applicable law concerning indemnification. The foregoing provision shall be deemed to satisfy the requirements for authorization of indemnification referred to in Florida Statutes Section 607.0855(3), but the provision shall not be deemed to satisfy the requirements referred to in Florida Statutes Section 607.0853(3) for authorization of advances of funds to pay for or reimburse expenses, which advances shall be subject to the requirements for authorization pursuant to Florida Statutes Section 607.0853(3). The indemnification and rights, obligations and terms provided for in this Article II(D) shall not be deemed exclusive of any other rights or indemnification that a director or officer may have or be entitled to or may be awarded, paid or reimbursed under any law, bylaw, agreement or vote of shareholders or directors or otherwise. The indemnification and rights, obligations and terms provided for in this Article II(D) shall continue in effect after the officer or director ceases to be an officer or director of the Corporation or ceases to have such other capacity or position with, or at the request of, the Corporation. The indemnification and rights, obligations and terms under this Article II(D) shall inure to the benefit of the heirs, estate, executors, personal representatives and administrators of any person entitled to such indemnification.

(E) Indemnification of Employees, Agents and Others. The Corporation may, to the extent permitted by law, including Florida Statutes Sections 607.0850 through 607.0859 of the Florida Business Corporation Act (as the Act may be amended or supplemented), indemnify any employees, agents and others whom it shall have power or shall be permitted to indemnify under applicable law from and against any expenses (including attorneys' fees), judgments, fines, monetary penalties, settlement amounts and other liabilities imposed upon or reasonably incurred by such person in connection with any pending, threatened or completed action, suit or proceeding to which such person is, or is threatened to be, a party by reason of or with regard to such person's capacity, position, actions or omissions as an employee or agent of the Corporation, or by reason of or with regard to actions or omissions of such person in any other capacity or position with the Corporation, while having such status, capacity or position, and also as to actions or omissions of such person while serving at the request of the Corporation as a director, officer, employee, agent, partner, trustee, fiduciary, member or manager of another corporation or of a partnership, limited liability company, joint venture, trust, not-for-profit organization or other enterprise or entity (including service with respect to employee benefit plans), and from and against all other matters referred to in or covered by applicable law concerning indemnification. The foregoing provision shall be deemed to satisfy the requirements for authorization of indemnification referred to in Florida Statutes Section

607.0855(3), but the provision shall not be deemed to satisfy requirements of the type referred to in Florida Statutes Section 607.0853(3) for authorization of advances of funds to pay for or reimburse expenses, which advances shall be subject to the type of requirements for authorization provided for in Florida Statutes Section 607.0853(3). The indemnification and rights, obligations and terms provided for in this Article II(E) shall not be deemed exclusive of any other rights or indemnification that an employee, agent or other person may have or be entitled to or may be awarded, paid or reimbursed under any law, bylaw, agreement or vote of shareholders or directors or otherwise. The indemnification and rights, obligations and terms provided for in this Article II(E) shall continue in effect after the employee, agent or other person ceases to be an employee or agent of the Corporation or ceases to have such other capacity or position with, or at the request of, the Corporation. The indemnification and rights, obligations and terms under this Article II(E) shall inure to the benefit of the heirs, estate, executors, personal representatives and administrators of any person entitled to such indemnification.

ARTICLE III

Initial Directors and Officers. The names and addresses of the initial directors and officers of the Corporation are the following, which are included in the Restated Articles without amendment.

Title: Director
James M. Matthew
111 SE 1st Avenue, Suite 164
Gainesville, Florida 32601

Title: President
James M. Matthew
111 SE 1st Avenue, Suite 164
Gainesville, Florida 32601

Title: Secretary
Simon Taylor
777 South Flagler Drive
Suite 800 West Tower
West Palm Beach, Florida 33401

ARTICLE IV

Registered Agent Name and Address. The name and Florida street address of the registered agent of the Corporation has not been amended and is included in the Restated Articles without amendment, as follows: The name and Florida street address of the registered agent of the Corporation is James M. Matthew, 111 SE 1st Avenue, Suite 164, Gainesville, Florida 32601.

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ARTICLE V

(A) Initial Principal Office. The street address of the initial principal office of the Corporation is the following, which has not been amended and which is included in the Restated Articles without amendment in accordance with Florida Statutes 607.1007 and 607.0202: 111 SE 1st Avenue, Suite 164, Gainesville, Florida 32601.

(B) Incorporator. The name and mailing address of the incorporator of the Corporation are the following, which have not been amended and which are included in the Restated Articles without amendment in accordance with Florida Statutes 607.1007 and 607.0202: Simon Taylor, 777 South Flagler Drive, Suite 800 West Tower, West Palm Beach, Florida 33401.

ARTICLE VI

Article Consolidation Statement. These Restated Articles of Incorporation consolidate all amendments into a single document.

ARTICLE VII

Required Adoption Information Statement. The amendments consolidated in these Restated Article were adopted by the Board of Directors of the Corporation without shareholder action, and shareholder action was not required.

ARTICLE VIII

Effective Date. The effective date of these Restated Articles is April 20, 2021, which is the filing date of the initial Articles of Incorporation that are superseded by these Restated Articles.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

Dated: as of April 20, 2021

Signature: Simon Taylor
Simon Taylor
(Name of Person Signing)

Secretary
(Title of Person Signing)

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TALLAHASSEE, FL