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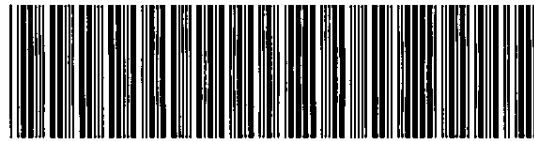
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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALPHA MODUS, CORP.**

Alpha Modus, Corp., a corporation organized and existing under the Florida Business Corporation Act, (the "Corporation"), does hereby certify:

1. The Corporation filed its original Articles of Incorporation on July 11, 2014, with the Florida Department of State, Division of Corporations.

2. In accordance with the provisions of §§ 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, the Corporation's Board of Directors recommended, and the number of votes cast for the amendment by the shareholders was sufficient for approval, of the following amendments and the restatement of the Corporation's Articles of Incorporation:

**FIRST: Name.**

The name of the corporation shall be:

**Alpha Modus, Corp.**

(hereinafter the "Corporation").

**SECOND: Duration, Purpose.**

**Section 2.1. Duration.** The existence of the Corporation commenced upon the filing of the Articles of Incorporation with the Florida Department of State, Division of Corporations. The existence of the Corporation shall be perpetual.

**Section 2.2. Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (FBCA).

**THIRD: Capital Stock.**

**Section 3.1. Authorized Shares.** The total number of shares of stock that the Corporation shall have authority to issue is 500,000,000 shares.

**Section 3.2. Common Stock.** Of the total number of authorized shares, the aggregate number of shares of common stock (referred to herein as "Common Stock") that the Corporation shall have authority to issue is 490,000,000 with a par value of \$0.0001 per share. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, the holders of Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote. The Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

The Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock in accordance with the applicable conversion provisions set forth herein.

**Section 3.3. Preferred Stock.** Of the total number of authorized shares, the aggregate number of shares of preferred stock (referred to herein as "Preferred Stock") that the Corporation shall have authority to issue is 10,000,000 with par

value of \$0.0001 per share.

A. Board Authorized to Fix Terms. The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

1. the number of shares constituting that series, including the authority to increase or decrease such number, and the distinctive designation of that series;
2. the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the date or dates from which they shall be cumulative and the relative rights of priority, if any, in the payment of dividends on shares of that series;
3. the voting rights, if any, of the shares of that series in addition to the voting rights provided by law and the terms of any such voting rights;
4. the terms and conditions, if any, upon which shares of that series shall be convertible or exchangeable for shares of any other class or classes of stock of the Corporation or other entity, including provision for adjustment of the conversion or exchange rate upon the occurrence of such events as the Board of Directors shall determine;

5. the right, if any, of the Corporation to redeem shares of that series and the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary according to different conditions and different redemption dates;

6. the obligation, if any, of the Corporation to retire shares of that series pursuant to a retirement or sinking fund or fund of a similar nature for the redemption or purchase of shares of that series and the terms and conditions of such obligation;

7. the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series;

8. the preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation, and

9. any other rights, preferences and limitations of the shares of that series as may be permitted by law.

B. Dividend Preference. Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on shares of common stock with respect to the same dividend period.

C. Relative Liquidation Preference. If, upon any voluntary or

involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with their respective priorities and preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

D. Reissuance of Preferred Stock. Subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock, shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms, shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and maybe reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Florida Department of State, Division of Corporations, be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock.

### **Section 3.4 Series A Convertible Preferred Stock.**

A. Designation. The series of preferred stock shall be designated as Series A Convertible Preferred Stock (the "Series A Convertible Preferred Stock").

B. Number. Of the total number of authorized preferred shares, the number of shares constituting the Series A Convertible Preferred Stock shall be 5,100,000.

C. Liquidation Rights. The holders of the Series A Convertible Preferred Stock shall have liquidation rights as follows (the "Liquidation Rights"):

1. In the event of any liquidation, dissolution or winding up of the Corporation, holders of shares of Series A Convertible Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of \$.0001 per share, plus an amount equal to any accrued and unpaid dividends to the payment date, and no more, before any payment or distribution is made to the holders of Common Stock or any series or class of the Corporation's stock hereafter issued that ranks junior as to liquidation rights to the Series A Convertible Preferred Stock. But the holders of Series A Convertible Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series A Convertible Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series A Convertible Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on a parity as to liquidation rights with the Series A Convertible Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution (after payment of the liquidation preference of the senior

liquidation stock) which is not sufficient to pay in full the aggregate of the amounts payable thereon. After payment in full of the liquidation preference of the shares of Series A Convertible Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding up of the Corporation.

D. Conversion.

1. Optional Conversion. Subject to and upon compliance with the provisions of this subsection D, each holder of shares of Series A Convertible Preferred Stock shall have the right at such holder's option, at any time, prior to the close of business on the tenth day prior to the date fixed for redemption of such shares pursuant to subsection H hereof, to convert all or any portion of such holder's shares of Series A Convertible Preferred Stock into fully paid and non-assessable shares of Common Stock.

(i) Conversion Ratio. Each share of Series A Convertible Preferred Stock shall be convertible into 100 fully paid and non-assessable shares of Common Stock (the "*Conversion Rate*").

(ii) Mechanics of Optional Conversion. The holder of



any shares of Series A Convertible Preferred Stock may exercise the conversion right specified in this subsection D.1 by surrendering to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice stating that the holder elects to convert all or a specified portion of the shares represented thereby. Conversion shall be deemed to have been effected on the date when notice of an election to convert and certificates for the shares to be converted are delivered (the "*Stock Conversion Date*"). As promptly as practicable thereafter the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. The person in whose name the certificate or certificates of Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Stock Conversion Date.

(iii) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of shares of Series A Convertible Preferred Stock. Instead of any fractional shares of Common Stock, which would otherwise be issuable upon conversion of any shares of Series A Convertible Preferred Stock, the number of full shares of Common Stock issuable upon conversion thereof shall be rounded down to the closest whole number of shares.

2. Required Conversion. At any time immediately prior to the Corporation transferring all or substantially all of its assets or merging with or into another entity, the Corporation may, at its option, cause all of the then

outstanding shares of Series A Convertible Preferred Stock to convert into Common Stock on the terms set forth in subsection D.1 hereof by delivering notice of such conversion to the holders of Series A Convertible Preferred Stock upon delivery to the Corporation of certificates representing such shares of Series A Convertible Preferred Stock. The Corporation shall request that each holder of Series A Convertible Preferred Stock deliver the stock certificates representing such Series A Convertible Preferred Stock in exchange for a stock certificate representing the Common Stock receivable upon conversion of the Series A Convertible Preferred Stock, but if the stock certificate representing the Series A Convertible Preferred Stock is not returned to the Corporation, it shall thereafter represent only the Common Stock into which the Series A Convertible Preferred Stock converted.

E. Corporate Change. In the event of a merger, reorganization, recapitalization or similar event of, or with respect to, the Corporation (a "Corporate Change") (other than a Corporate Change in which the Corporation is the surviving entity or in which all of substantially all of the consideration received by the holders of the Corporation's capital stock upon such Corporate Change consists of cash or assets other than securities issued by the acquiring entity or any affiliate thereof), this Series A Convertible Preferred Stock shall be assumed by the acquiring entity.

F. Voting Rights. The Holders of the Series A Convertible Preferred Stock shall have 100 votes for every share of Series A Convertible Preferred

Stock held and shall be entitled to vote on any and all matters brought to a vote of shareholders of Common Stock. Holders of Series A Convertible Preferred Stock shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's Bylaws and applicable statutes.

G. Protective Provisions. So long as shares of Series A Convertible Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by voting or written consent, as provided by Florida law) of the holders of at least a majority of the then outstanding shares of Series A Convertible Preferred Stock:

1. alter or change the rights, preferences, or privileges of the shares of Series A Convertible Preferred Stock so as to affect adversely the Series A Convertible Preferred Stock;
2. create any new class or series of stock having a preference over the Series A Convertible Preferred Stock with respect to Distributions (as defined in Paragraph A above); or
3. do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series A Convertible Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

H. Redemption of Stock.

1. Redemption Price. For each share of Series A Convertible Preferred Stock which is to be redeemed, the Corporation will be obligated on the Redemption Date (as defined below) to pay to the holder thereof (upon surrender by such holder at the Corporation's principal office or to the Corporation's transfer agent of the certificates representing such shares of Series A Convertible Preferred Stock) an amount in immediately available funds equal to the Liquidation Value plus all accrued dividends as of the Redemption Date.

2. Notice of Redemption. The Corporation will mail written notice of each redemption of Series A Convertible Preferred Stock to each record holder of Series A Convertible Preferred Stock not more than sixty (60) nor less than thirty (30) days prior to the date on which such redemption is to be made. The date specified in such notice for redemption is herein referred to as the "Redemption Date."

3. Termination of Rights. On the Redemption Date all rights pertaining to the Series A Convertible Preferred Stock, including, but not limited to any right of conversion, will cease, and such Series A Convertible Preferred Stock will not be deemed to be outstanding. All certificates representing the Series A Convertible Preferred Stock subject to redemption will represent only the right to receive payment in accordance with the provisions of this Paragraph H.

4. Redeemed or Otherwise Acquired Shares. Any shares of Series A Convertible Preferred Stock which are redeemed or otherwise acquired

by the Corporation shall not be canceled, may be reissued as Series A Convertible Preferred Stock or such other series as the Board of Directors may determine, and, unless a determination by the Board of Directors has been made as to said shares' status, shall be returned to the status of authorized and unissued shares of Preferred Stock without designation as to series.

I. Preference Rights. Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion.

J. Amendments. Subject to Paragraph G above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series A Convertible Preferred Stock may be amended by a resolution of the Board of Directors.

**FOURTH: Corporate Address, Registered Office, and Agent.**

The street address of the Corporation's principal office shall be 5950 Fairview Road, Suite 630, Charlotte, NC 28210.

The street address of the Corporation's registered office and the Corporation's registered agent at that address shall be Russell C. Weigel, III, P.A., 5775 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

**FIFTH: Directors.**

The Corporation shall have one director initially. The name and address of the

initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

William Alessi  
5950 Fairview Road, Suite 630  
Charlotte, NC 28210

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

**SIXTH: Indemnification.**

The Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. The Corporation may indemnify employees, agents and others as the Bylaws may provide.

**SEVENTH: Incorporator.**

The name and address of the incorporator of the Corporation is:

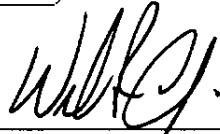
Brenda Hamilton, Esq.  
101 Plaza Real South, Suite 202  
Boca Raton, FL 33432.

**EIGHTH: Amendment.**

From time to time any of the provisions of these Amended and Restated Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said law, and all rights at any time conferred upon the stockholders of the Corporation by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this

Article EIGHTH.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed and attested by its duly authorized officer in Charlotte, North Carolina on this 9 day of September, 2014.

  
\_\_\_\_\_  
William Alessi  
Sole Director, President, and Shareholder

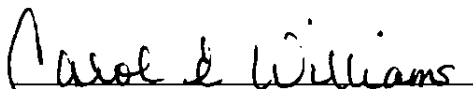
STATE OF NORTH CAROLINA }  
COUNTY OF MECKLENBURG } SS:

Sworn to and subscribed before me this 9 day of Sept, 2014, by William Alessi. He personally appeared before me at the time of this notarization. He is:

Personally Known to me \_\_\_\_\_ OR

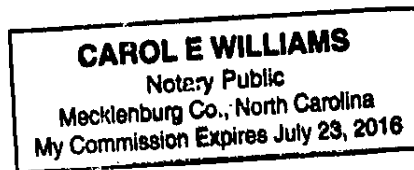
Produced Identification ✓

Type of Identification Produced: NCOL

  
Notary Public [signature]

Carol E Williams  
[print name]

Commission No.

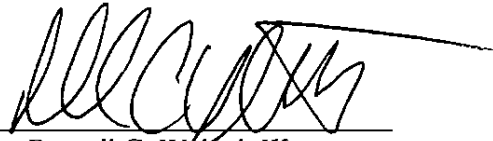


**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **Alpha Modus, Corp.**, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 10<sup>th</sup> day of September, 2014.

**RUSSELL C. WEIGEL, III, P.A.**

By   
\_\_\_\_\_  
Russell C. Weigel, III  
President