

PC2000066568

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

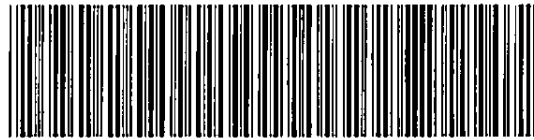
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700424988277

Amended &
Restated
Articles

FILED
2024 MAR -6 AM 9:51

RECEIVED

2024 MAR -6 AM 11:19

A. RAMSEY
MAR 7 2024



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext:
Date: 03/06/24
Order #: 1443543-1
Re: INSWITCH SOLUTIONS, INC.
Processing Method: In-House

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$35.00 - FL State Account Number:

120000000195

AUTH

A handwritten signature in black ink, appearing to read "Amanda Miller", is written over the word "AUTH" and extends to the right.

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INSWITCH SOLUTIONS, INC.**

FILED
2024 MAR -6 AM 9:51

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "**Act**"), InSwitch Solutions, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that:

FIRST: This Corporation was originally incorporated pursuant to the Act on June 17, 2002 and assigned Document Number P02000066568 under the name "InSwitch Solutions, Inc." and that following the execution, delivery and filing of these Amended and Restated Articles of Incorporation, the name of the Corporation shall be "InSwitch Solutions, Inc."

SECOND: These Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of the board of directors of the Corporation in lieu of a meeting on February 29, 2024, and by written consent of the shareholders of the Corporation in lieu of a meeting on February 29, 2024. The number of votes cast for the amendment by the shareholders in a manner required by Chapter 607 of the Act and by the articles of incorporation was sufficient for approval.

THIRD: These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with the Act and shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida, and any other Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

FOURTH: The Articles of Incorporation of this corporation shall be amended and restated in its entirety to read as follows:

ARTICLE 1
NAME

The name of the Corporation is **InSwitch Solutions, Inc.**

ARTICLE 2
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 5220 S University Dr., STE C-102, Davie, FL 33328.

ARTICLE 3
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301 and the name of the Corporation's registered agent at that address is Corporation Service Company.

ARTICLE 4
DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE 5
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 6
CAPITAL STOCK

The Corporation shall have authority to issue ONE THOUSAND (1,000) shares of Common Stock having (\$.10) par value per share.

ARTICLE 7
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors (the "**Board of Directors**"). The number and manner of election or appointment of directors to the Board of Directors and their terms of office shall be as provided in the Bylaws, as hereinafter defined.

ARTICLE 8
BYLAWS

The Board of Directors and the shareholders of the Corporation are expressly empowered to adopt, amend or repeal the bylaws of the Corporation (the "**Bylaws**").

ARTICLE 9
INDEMNIFICATION

A. **Indemnification.** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Sections 607.0851 and 607.0852 of the Act.

B. **Insurance.** The Corporation may, to the fullest extent permitted by applicable law, at any time without further shareholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. **Limitation of Director Liability.** The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

D. Prospective Repeal or Amendment. Any repeal or amendment of this Article 9 by the shareholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

ARTICLE 10
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended as provided in the Bylaws.

ARTICLE 11
CONSOLIDATION

These Amended and Restated Articles of Incorporation consolidate all amendments into a single document.

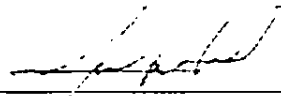
ARTICLE 12
EFFECTIVE DATE

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date that the filing is accepted by the Secretary of State of the State of Florida.

[Signature Page Follows]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 29th day of February, 2024.

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 s. 817.155, F.S.



Federico Nicolas de la Cerda Maza, Secretary

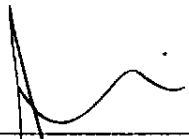
ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article 3 of the foregoing Amended and Restated Articles of Incorporation of **InSwitch Solutions, Inc.**, a Florida corporation, as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 29th day of February, 2024.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY

By: 
Name: Amanda Miller
Title: Secretary