

PO5000033320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

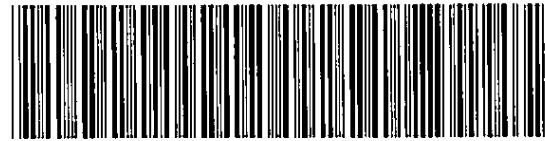
(Document Number)

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600420632006

Amended &
Restated

FILED
2023 DEC 28 AM 8:56

RECEIVED

2023 DEC 28 PM 1:51

ALLANASSEE, FLORIDA

A. RANGEY

IAN -5 2024

*02250, 00524, 00611, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: QGIV, INC.
Ref. Number: P05000033320

CORRECTED
Please Allow For
Same File Date

We have received your document for QGIV, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please state that the amended and restated articles do not contain any amendments requiring shareholder approval and were adopted by the directors OR if the amended and restated articles contain an amendment requiring shareholder approval please give the date of adoption of the amendment and a statement that it was adopted by the shareholders.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 224A00000019

RECEIVED
2024 JAN -4 AM 10:18
TALLAHASSEE, FL 32312

CT CORP
(850) 656- 4724
3558 lakesore Drive
Tallahassee, FL 32312

Date: 12/28/2023

Acc#120160000072

will

Name:	Qgiv, Inc.
Document #:	
Order #:	15294014 - 1

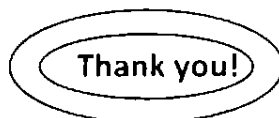
Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**



FILED

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QGIV, INC.**

2023 DEC 28 AM 8:56

CLERK OF COURT
CLERK OF COURT

**ARTICLE I
NAME**

The name of this corporation is Qgiv, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation in the State of Florida is c/o CT Corporation System, 12000 South Pine Island Road, Plantation, FL 33324. The Name of its registered agent at such address is CT Corporation System.

**ARTICLE III
PURPOSE**

The purpose or purposes of the corporation shall be to carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida (the "BCA").

**ARTICLE IV
APPROVAL**

These Third Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors of the corporation on December 27, 2023 in accordance with the provisions of section 607.1007 of the BCA and were approved by written consent of the stockholders of the corporation on December 27, 2023 in accordance with the provisions of Section 607.1003 of the BCA, which stockholder consent is sufficient for such approval.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of all classes of stock which the corporation shall have authority to issue is 100 shares, all of which shall be of one class, shall be designated Common Stock and shall have a par value of \$0.001 per share.

**ARTICLE VI
DIRECTORS**

In furtherance and not in limitation of the powers conferred by BCA, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws

of the corporation.

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under BCA, or (iv) for any transaction from which the director derived any improper personal benefit. If the BCA is amended after the effective date of this Third Amended and Restated Articles of Incorporation 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 BCA. No amendment, modification or repeal of this Article V shall adversely affect the rights and protection afforded to a director of the corporation under this Article V for acts or omissions occurring prior to such amendment, modification or repeal.

ARTICLE VII

CORPORATE OPPORTUNITY

The corporation renounces any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, any director of the corporation (other than any director of the corporation who is an employee of the corporation or any of its subsidiaries), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, such director in his or her capacity as a director of the corporation.

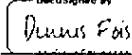
ARTICLE VIII

AMENDMENTS

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Third Amended and Restated Articles of Incorporation, and to add or insert other provisions authorized by the laws of the State of Florida at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Third Amended and Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article VII.

IN WITNESS WHEREOF, this Third Amended and Restated Certificate of Incorporation has been executed by the undersigned, a duly authorized officer of the Qgiv, Inc. on behalf of Qgiv, Inc. as of the 27 day of December, 2023.

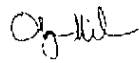
QGIV, INC.

By:  DocuSigned by
Name: Dennis Foïs
Title: Chief Executive Officer

IN WITNESS WHEREOF, this Third Amended and Restated Articles of Incorporation has been executed by the undersigned, a duly authorized officer of the Qgiv, Inc. on behalf of Qgiv, Inc. as of the 27 day of December, 2023.

REGISTERED AGENT

CT Corporation System

By: 

Name: Olga Hinkel

Title: VP