

9/26/2013 10:18:39 From: To: 8506176380

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Division of Corporations

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**P06000110231**

Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VOIKE, INC

Certificate of Status	0
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Estimated Charge	\$43.75

C. LEWIS

SEP 27 2013

EXAMINER

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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Voike, Inc  
**DOCUMENT NUMBER:** P06000110231

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Griffin J. Doty  
Name of Contact Person  
Bressler, Amery & Ross, P.C.  
Firm/ Company  
17 State Street, 34th Floor  
Address  
New York, NY 10004  
City/ State and Zip Code  
gdoty@bressler.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Griffin J. Doty at (212) 425-9300  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Amended  
Articles of Incorporation**

**Of**

**Voike, Inc.**

PO6000110231

Voike, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporations Act (the "FBC"), hereby certifies that:

**FIRST:** The name of this corporation is "Voike, Inc."

**SECOND:** The Articles of Incorporation were originally filed with the Florida Department of State on August 24, 2006.

**THIRD:** The Articles of Incorporation of the Corporation are hereby amended pursuant to FBC Section 607.1001 et. seq. The Amended Articles of Incorporation set forth below have been duly adopted by in accordance with the applicable sections of the FBC and supersede the Corporation's original Articles of Incorporation and all amendments thereto.

**FOURTH:** The Amended Articles of Incorporation of the Corporation shall be amended to read in full as follows:

**ARTICLE I. Name**

The name of this corporation is Voike, Inc. (the "Corporation").

**ARTICLE II. Address and Registered Agent**

The principal place of business, mailing address, and registered agent of the Corporation is Jaime Jaramillo 2935 SW 30<sup>th</sup> CT, Coconut Grove, FL 33133.

**ARTICLE III. Business and Activities**

The purpose of the Corporation is to engage in any lawful act or activity which a corporation may be organized to conduct under the laws of the State of Florida.

**ARTICLE IV. Capital Stock**

**Section 1. Common Stock.** The Corporation is authorized to issue two classes of common stock, to be designated Common Stock ("Common Stock"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is four million five hundred thousand (4,500,000). The Common Stock shall have a par value of \$0.001 per share. Of the authorized shares of Common Stock:

- (A) Two million nine hundred and thirty nine thousand four hundred and fifty two (2,939,452) shares are hereby designated Series A Common Stock (hereinafter, "Series A Common Stock"); and
- (B) One million five hundred and sixty thousand five hundred and forty eight (1,560,548) shares are hereby designated Series B Common Stock (hereinafter "Series B Common Stock").

The shares of Voike, Inc. issued and outstanding as of the effective date of these Amended Articles of Incorporation shall be exchanged as follows: Each outstanding share of stock of the Corporation shall forthwith be surrendered in exchange for two thousand seven hundred thirty nine and forty five hundredths (2,739.45) shares of Series A Common stock of the Corporation. The shares so surrendered shall be cancelled.

The Series A Common Stock and the Series B Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

**Section 2. Preferred Stock.** The Corporation is authorized to issue one class of preferred stock, to be designated Series A Preferred Stock ("Preferred Stock"). The maximum number of shares of Preferred Stock that the Corporation is authorized to issue and have outstanding at any one time is five hundred thousand (500,000) shares. The Preferred Stock shall have a par value of \$0.001 per share. The Preferred Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

**Section 3. Dividends.**

- (A) **Preferred Stock.** The holders of Preferred Stock shall be entitled to receive out of the funds legally available for that purpose, cash dividends in the amount of five percent (5.00%) annually, payable upon a Liquidation Event as defined in Section 4 of this ARTICLE IV.
- (B) **Common Stock.** No dividends or distributions shall be paid on any share of Common Stock unless and until all of the dividends payable to the holders of the Preferred Stock in accordance with Section 3(A) have been paid in full, except upon the affirmative vote, written consent, or agreement of holders of at least a majority of the holders of the Preferred Stock voting as a class. Subject to the foregoing, the holders of all series of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

**Section 4. Liquidation Preferences.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or any Liquidation Event (as defined below), before any payment shall be made to the holders of Series A Common Stock or Series B Common Stock by reason of their ownership thereof, the holders of shares of Preferred Stock then

outstanding shall be entitled to be paid out of the funds and assets available for distribution to its stockholders, an amount per share equal to the greater of (a) the respective Original Issue Price of \$1.00 per share for such share of Preferred Stock, plus any dividends declared but unpaid thereon, or (b) such amount per share as would have been payable had all shares of Preferred Stock been converted into Series B Common Stock pursuant to Section 6 immediately prior to such liquidation, dissolution or winding up or Liquidation Event. If upon any such liquidation, dissolution or winding up or Liquidation Event of the Corporation, the funds and assets available for distribution to the stockholders of the Corporation shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they are entitled under this Section 4, the holders of shares of Preferred Stock shall share ratably in any distribution of the funds and assets available for distribution in proportion to the respective amounts that would otherwise be payable in respect of the shares of Preferred Stock held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. In the event of any voluntary or involuntary liquidation, dissolution or winding up or Liquidation Event of the Corporation, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock as provided in this Section 4, the remaining funds and assets available for distribution to the stockholders of the Corporation shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares of Common Stock held by each such holder. "Liquidation Event" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

**Section 5. Voting.** The holders of the Series A Common Stock shall be entitled to vote upon all matters upon which shareholders have the right to vote, and shall be entitled to five (5) votes for each such share held by them, respectively. The holders of the Series B Common Stock and the holders of the Preferred Stock shall have one (1) vote for each such share held by them, respectively.

**Section 6. Preferred Conversion Right.** The holders of Preferred Shares have the right, at any time, to convert one (1) Preferred Share into one (1) share of Series B Common Stock.

**Section 7. The Corporation's Right of First Refusal.** In the event a holder of Preferred Stock desires to sell or otherwise dispose of its shares of Preferred Stock, the Company will have the right of first refusal to purchase such shares at their then fair market value, which shall be determined by the Board.

Section 8. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V. Directors

Section 1. Management. The management of the business and the conduct of the affairs of the Corporation will be vested in its Board of Directors. The number of directors which will constitute the whole Board of Directors will be fixed by the Board of Directors in the manner provided in the Bylaws.

Section 2. Bylaws. Except as may otherwise be provided in the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the stockholders entitled to vote. The Board of Directors will also have the power to adopt, amend or repeal the Bylaws.

Section 3. Director Liability. The liability of the directors for monetary damages will be eliminated to the fullest extent under applicable law. Any repeal or modification of this ARTICLE V will be prospective only and will not affect the rights under this ARTICLE V in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

#### ARTICLE VI. Officers

Section 1. President. The President of the Corporation is Jaime Jaramillo. Address: 2935 SW 30<sup>TH</sup> CT, Coconut Grove, FL 33133.

Section 2. Vice President. The Vice President of the Corporation is Juan P. Cadena. Address: 4861 NW 109<sup>th</sup> CT, Doral, FL 33178.

#### ARTICLE VII. Amendment to Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended Articles of Incorporation, in the manner now or later prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

9/26/2013 16:18:39 From: To: 8506176380

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing Amended Articles of Incorporation have been duly adopted in accordance with the applicable provisions of the FBC.

IN WITNESS WHEREOF, these Amended Articles of Incorporation have been subscribed on this 25 day of September, 2013 by the undersigned who affirms that the statements made in these Amended Articles of Incorporation are true and correct.



Jaime Jaramillo, President  
Voiko, Inc.  
2935 SW 30<sup>TH</sup> CT  
Coconut Grove, FL 33133

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 09/25/2013

Signature \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jaime Jaramillo

(Typed or printed name of person signing)

President

(Title of person signing)