

P07000116835

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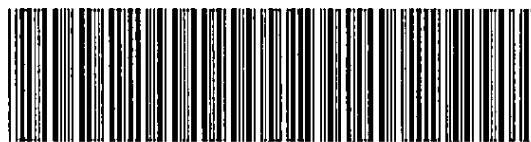
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SECRETARY OF STATE  
TALLAHASSEE, FL

*Amended + Restated*

12/23/2021

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Apexis, Inc.

**DOCUMENT NUMBER:** P07000116835

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

Please return all correspondence concerning this matter to the following:

Andy Reinhard

\_\_\_\_\_  
Name of Contact Person

Apexis, Inc dba Wondersign

\_\_\_\_\_  
Firm/ Company

9450 SW Gemini Dr #91247

\_\_\_\_\_  
Address

Beaverton, Oregon 97008

\_\_\_\_\_  
City/ State and Zip Code

areinhard@wondersign.com

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

For further information concerning this matter, please call:

Andy Reinhard

at ( 813 ) 9196872

\_\_\_\_\_  
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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

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

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

SECRETARY OF STATE  
TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 6, 2021

ANDY REINHARD  
9450 SW GEMINI DR #91247  
BEAVERTON, OR 97008

SUBJECT: APEXIS, INC.  
Ref. Number: P07000116835

We have received your document for APEXIS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 321A00002710

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**AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
APEXIS, INC.**

**FILED**  
2021 APR -2 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FL

APEXIS, INC., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President, certify as follows:

1) This Amendment and Restatement of the Articles of Incorporation of the Corporation was approved and adopted by the stockholders of the Corporation on December 1, 2020, in accordance with Section 607.1003(6), Florida Statutes.

2) The amendments to the existing Articles of Incorporation, as amended, being effected hereby and incorporated in the Amended and Restated Articles of Incorporation set forth below includes deleting all provisions of the existing Articles of Incorporation, as amended, and substituting therefore the provisions noted below:

The following constitutes the Amended and Restated Articles of Incorporation of this Corporation as approved by the stockholders of the Corporation:

\*\*\*\*\*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
APEXIS, INC.**

Article I - Name of Corporation

The name of this corporation shall be: **APEXIS, INC.**

Article II - Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

9450 SW Gemini Drive  
#91247  
Beaverton, OR 97008-7105

### Article III - Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### Article IV - Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be three thousand (3,000) shares of stock, \$0.01 par value per share, in two separate classes, as follows: (i) two thousand seven hundred and fifty (2,750) shares of common stock and (ii) two hundred and fifty (250) shares of common non-voting stock. Each share of common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation; and the voting power of this corporation shall be entirely vested in its common stock. Except as otherwise required by law, shares of common non-voting stock shall have no voting rights. Aside from differing voting rights, shares of common stock and common non-voting stock shall be equivalent in all respects, including with respect to rights to dividends and liquidation proceeds. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

### Article V - Existence of Corporation

This corporation shall have perpetual existence.

### Article VI - Registered Office and Registered Agent

The registered office of this corporation shall be located at 17888 67<sup>th</sup> Court North, Loxahatchee, FL, 33470, and the registered agent of this corporation at such office shall be InCorp Services, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

### Article VII- Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1), nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders holding common stock or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the

stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation holding common stock may remove any director from office at any time with or without cause. The initial Director of the Corporation is Andreas M. Reinhard.

#### Article VIII - Bylaws

(a) The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by the stockholders holding common stock, and the stockholders holding common stock may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The Bylaws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### Article IX - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### Article X - Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation as of the earliest allowable date allowed for by such Section.

\*\*\*\*\*

The foregoing Amended and Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of this corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of this corporation's Articles of Incorporation, as amended hereby, and the provisions of these Amended and Restated Articles of Incorporation.

Upon the approval of this Amendment and Restatement of the Articles of Incorporation by the Department of State of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be

superseded and thenceforth, the Amended and Restated Articles of Incorporation as set forth herein shall be the Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, APEXIS, INC. has caused this Amendment and Restatement of the Articles of Incorporation to be executed by its President on this 1<sup>st</sup> day of December, 2020.

By:   
ANDREAS M. REINHARD  
DIRECTOR

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
FOR  
APEXIS, INC.**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of December, 2020.

A handwritten signature in black ink, appearing to read 'Olivia Gonzales', written over a horizontal line.

Olivia Gonzales on behalf of InCorp Services, Inc.