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BAT-ATTITUDE, INC

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These amended and restated Articles of Incorporation are adopted for the purpose of amending and restating the Articles of Incorporation of Bar-Attitude, Inc., a Florida corporation, as heretofore filed with the Florida Department of State on 10 December 2007, as amended on 4 January 2008. These amended and restated Articles of Incorporation shall amend, supercede and replace the previously filed Articles of Incorporation, as previously amended, in its entirety, as follows:

ARTICLE ONE: NAME

The name of the corporation is Bar-Attitude, Inc. and the address of its principal office is 28950 Singletary Rd, Myakka City, FL 34251, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation commenced its corporate existence on 10 December 2007 and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation has been organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue two classes of shares of stock, one such class shall be designated as *Common Shares* and the other class shall be designated as *Preferred Shares*.

The Common Shares: The corporation shall have the authority to issue 249,900 shares of common stock having no par value. The shares of common stock may be issued for such consideration as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable. The Common Shares shall have full voting rights, shall participate in dividends, and shall be entitled to receive the net assets of the corporation upon dissolution.

The Preferred Shares: The corporation shall have the authority to issue 100 shares of preferred stock having a par value of \$1,000.00 per share. The shares of preferred stock may be issued for a price not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid for in cash when issued. A preferred return will accrue on the preferred stock at the rate of

8% per annum, compounded quarterly, payable as and when declared by the Board of Directors; however, any and all accrued preferred returns shall be paid before any dividends are paid on the common stock shares. The preferred stock shall be redeemed by the corporation at par value plus any accrued preferred return upon the first occurring of (i) the liquidation or winding up of the corporation, (ii) one or more of the "liquidity events" as defined herein or (iii) upon redemption of the preferred stock by the corporation, which may be undertaken by the corporation at any time, in part or in whole, and on any one or more occasions. Any accrued preferred return not theretofore paid by the corporation shall be paid upon redemption of the preferred stock. Upon the occurrence of a liquidity event, redemption of preferred stock shall occur prior to redemption of any common stock. A "liquidity event" is defined to mean: any bankruptcy, liquidation, sale, merger (if a change of control occurs), winding up of the corporation, initial public offering, cumulative cash infusion via equity, private note or loan greater than \$500,000 to the corporation, or sale of a majority of the common stock then held by all of the holders of the preferred stock. The preferred stock shall have no voting rights and shall not participate in the payment of dividends.

ARTICLE FIVE: DIRECTORS

The corporation has an initial Board of four Directors, namely:

James Nesland
28950 Singletary Rd
Myakka City, FL 34251

Frank Clark
7313 Oak Leaf Way
Sarasota, FL 34241

Dave Rancourt
7261 Bee Ridge Rd
Sarasota, FL 34241

Dixie Nesland
28950 Singletary Rd
Myakka City, FL 34251

The number of Directors may hereafter be changed from time to time in accordance with the By-Laws of the corporation, but shall never be less than three. The initial Board shall hold office until the election of successors by the shareholders or until the earlier resignation or removal of a Director in accordance with the By-Laws of the corporation and Florida law.

ARTICLE SIX: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE SEVEN: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is at 28950 Singletary Rd, Myakka City, FL 34251, and the initial Registered Agent at that address is James Nesland. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

ARTICLE EIGHT: INCORPORATOR

This corporation was formed by James Nesland, 28950 Singletary Rd, Myakka City, FL 34251.

CERTIFICATE OF DIRECTORS

The foregoing Amended and Restated Articles of Incorporation were adopted by written consent thereto of all the Directors of the corporation, prior to the issuance of any shares of stock in the corporation and without shareholder action. Shareholder action was not required pursuant to §607.1005 of the Florida Statutes. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State. By execution of these Amended and Restated Articles of Incorporation, the undersigned, being all of the Directors of the corporation, hereby approve the amendment to and restatement of the Articles of Incorporation as set forth herein.

In Witness Whereof, we subscribe to these Amended and Restated Articles of Incorporation on this, the 21st day of April, 2008.

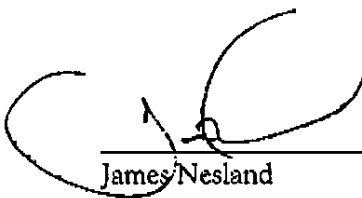

James Nesland
Dave Rancourt
Frank Clark
Dixie Nesland

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, James Nesland, confirm the acceptance of my appointment as Registered Agent for Bat-Attitude, Inc., and I will maintain the registered office of the corporation in Manatee County, Florida, at 28950 Singletary Rd, Myakka City, FL 34251.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 21 April 2008.



James Nesland