

P08000109047

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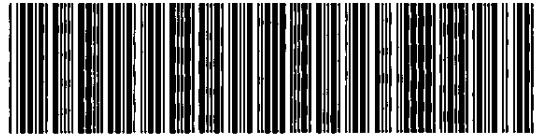
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FILED
2009 MAY 13 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

5-20-09

PAUL A. PRICE, ESQ.
14810 East Maplewood Drive
Centennial CO 80016
(303) 718-3159

May 11, 2009

FLORIDA DEPARTMENT OF STATE
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via Federal Express

Re: **BOREAS RESEARCH CORPORATION** (Document No. *P08000109047*) – Amendment and
Restatement of Articles

Dear Sir/Madame:

Enclosed please find a signed original and one copy of Amended and Restated Articles for this entity,
together with the filing fee of \$35.00 and a return envelope.

If you could please return the copy file stamped with a receipt, I'd appreciate.

Thank you.



Paul A. Price

PAP/ft
Encl.

COVER LETTER

TO: Amendment Section
Division of Corporations

Boreas Research Corporation

NAME OF CORPORATION: _____

P08000109047

DOCUMENT NUMBER: _____

amended and restated

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

Please return all correspondence concerning this matter to the following:

Paul A. Price, Esq.

Name of Contact Person

Firm/ Company

1551 Second Street, Suite 500

Address

Sarasota FL 34236

City/ State and Zip Code

boreasresearch@hotmail.com

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

For further information concerning this matter, please call:

Paul Price

305

600-2759

at ()

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
BOREAS RESEARCH CORPORATION,
A Florida Profit Corporation
(Document No. **P08000109047**)

FILED
2009 MAY 13 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, BOREAS RESEACH CORPORATION, a **Florida Profit Corporation** organized on December 17, 2008, with Document Number P08000109047, adopts the following amended and restated Articles of Incorporation:

"ARTICLE I

The name of the Corporation is Boreas Research Corporation (the "Corporation").

ARTICLE II

A. The principal office address of the Corporation in the State of Florida is 1551 Second Street, Suite 500, Sarasota, Florida 34236.

B. The mailing address of the Corporation in the State of Florida is 1551 Second Street, Suite 500, Sarasota, Florida 34236.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida, as the same may be amended from time to time.

ARTICLE IV

A. Authorized Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is 100,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock").

B. Common Stock. The powers, preferences and rights, and the qualifications, limitations and restrictions, of each share of the Common Stock are as follows:

(1) No Cumulative Voting. The holders of shares of Common Stock shall not have cumulative voting rights.

(2) Dividends; Stock Splits. Subject to any other provisions of these Amended and Restated Articles of Incorporation, as they may be amended from time to time, holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of the assets or funds of the Corporation legally available therefor.

(3) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors, in proportion to the number of shares of Common Stock held by them.

(4) Merger, etc. In the event of a merger or consolidation of the Corporation with or into another entity (whether or not the Corporation is the surviving entity), the holders of each share of Common Stock shall be entitled to receive the same per share consideration on a per share basis.

(5) No Preemptive or Subscription Rights. No holder of shares of Common Stock shall be entitled to preemptive or subscription rights.

(6) Redemption. The Corporation shall have the right at any time and from time to time to redeem the issued and outstanding shares of any holder of shares of Common Stock (each a "Redemption") for the aggregate Redemption Consideration [as such term is defined in paragraph 6(a) below] on the Redemption Date [as such term is defined in paragraph 6(b) below]. The Corporation shall give the holder of such shares of Common Stock subject to Redemption written notice of the Redemption Date not less than three days prior to such date.

(a) On the Redemption Date, (i) the holder of such shares of Common Stock subject to Redemption shall deliver to the Corporation or its designee its original certificate evidencing such shares, and (ii) the Corporation shall pay to such holder an aggregate amount in cash equal to \$0.01 per share (the "Redemption Consideration").

(b) The business day upon which the Corporation pays the Redemption Consideration to any holder of shares of Common Stock subject to Redemption hereunder shall be the "Redemption Date."

(c) Upon consummation of the Redemption, the shares of Common Stock subject to Redemption shall be cancelled by the Corporation on its books and the holder of such shares of Common Stock subject to Redemption shall have no further rights, powers, entitlements or claims of any kind hereunder, all of which shall be fully and effectively terminated, cancelled, released, acquitted, and forever discharged without any further action on the part of the Corporation or such holder.

ARTICLE V

The name and Florida street address of the registered agent of the Corporation is:

Doug Lindeblom
1551 Second Street
Suite 500
Sarasota FL 34236

ARTICLE VI

The name and address of the incorporator of the Corporation is:

Doug Lindeblom
1551 Second Street
Suite 500
Sarasota FL 34236

ARTICLE VII

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. Power of Directors to Reclassify Issued and Outstanding Shares. Subject to the requirements of applicable law, the board of directors of the Corporation shall have the power at any time and from time to time to reclassify the issued and outstanding shares of previously authorized Common Stock, \$0.001 par value, of the Corporation and to combine the same into any greater or lesser number of shares of Common Stock.

B. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the State of Florida as the same exists or may hereafter be amended. If the laws of the State of Florida are amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the laws of the State of Florida, as so amended.

C. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the board of directors. The right to indemnification conferred by this paragraph shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition. The Corporation may, to the extent authorized from time to time by the board of directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this paragraph to directors and officers of the Corporation. The rights to indemnification and to the advance of expenses conferred in this paragraph shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the By-Laws of the Corporation, or any statute, agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification."

The date of each amendment(s) adoption: May 11, 2009

Effective date if applicable: N/A (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)

XX 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: May 11, 2009

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)

Doug Lindeblom

(Typed or printed name of person signing)

President and Director

(Title of person signing)