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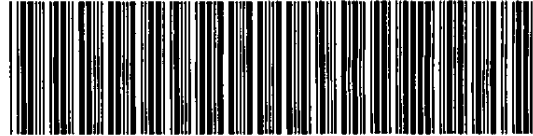
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUG 01 2016

C. CARROTHERS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2016

MATTHEW WELKER  
WALK LAW FIRM PA  
102 W WHITING STREET STE 502  
TAMPA, FL 33602

SUBJECT: CLEARGAGE, INC.  
Ref. Number: P09000015782

We have received your document for CLEARGAGE, 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):

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.

Cathy A Carrothers  
Regulatory Specialist

Letter Number: 516A00015280

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ClearGage, Inc.

DOCUMENT NUMBER: P09000015782

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

Please return all correspondence concerning this matter to the following:

Matthew Welker

Name of Contact Person

Walk Law Firm, PA

Firm/ Company

102 W. Whiting Street, Suite 502

Address

Tampa, FL 33602

City/ State and Zip Code

MWelker@WalkLawFirm.com

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

For further information concerning this matter, please call:

Matthew Welker

at ( 813 ) 999-0199

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**CLEARGAGE, INC.**

Pursuant to Florida law, the following Amended and Restated Articles of Incorporation of ClearGage, Inc., incorporated on February 18, 2009, is hereby submitted for filing:

1. The Articles of Incorporation of this corporation were originally filed with the Department of State of Florida on February 18, 2009.

2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

**ARTICLE I. NAME/DATE OF ORIGINAL FILING**

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

**ARTICLE II. PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activities for which corporations may be organized.

**ARTICLE III. STOCK**

(A) **Authorized Capital.** The Corporation is authorized to issue a total of ten million (10,000,000) shares of Common Stock (hereinafter called "Common Stock" or "Shares") of par value of one dollar (\$1.00). The holders of any such Shares are hereinafter referred to as "Shareholders".

(B) **Rights and Restrictions of Stock.** The rights, privileges, and restrictions granted to and imposed on Common Stock, are as set forth below in this Article III(B).

1. **Dividend Rights.** The holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

2. **Voting Rights.** The holder of each share of Common Stock, shall have the right to one (1) vote, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided by applicable law.

4. **Redemption.** The Common Stock is not redeemable; provided, however, that the Corporation's repurchase of shares of its capital stock pursuant to agreements approved by the Board of Directors shall not be deemed "redemptions" and shall be allowed.

5. **Protective Provisions.**

(a) The Corporation (nor any affiliate thereof) shall not, without the consent of each Shareholder representing at least twenty percent (20%) of all issued and outstanding Shares of the Company:

i. alter or change, impair or circumvent the rights, powers, preferences, privileges or the restrictions provided for the benefit of, any Common Stock;

ii. adopt, declare or amend, in any respect, except as contemplated hereby or as may be required by applicable law or regulation, any dividend or profit distribution, stock option, restricted stock, pension, retirement, deferred compensation, or other employee benefit plan, for the benefit or welfare of any directors, officers or employees (including, without limitation, any such plan or arrangement relating to severance or termination pay);

iii. create or authorize the creation or increase the authorized amount of any current or additional class or series of capital stock of the Corporation;

iv. increase the pool of stock options or shares reserved for other equity incentive grants under any equity incentive plan;

v. enter into any agreement, commitment or plan regarding a  
i) a merger, reorganization or consolidation of the Corporation or such Subsidiary or Subsidiaries of the Corporation, the assets of which constitute all or substantially all the assets of the business of the Corporation and its Subsidiaries taken as a whole, into or with another entity in which the Corporation's stockholders holding the right to vote with respect to matters generally (the "Corporation's Voting Power") immediately preceding such merger, reorganization or consolidation (solely by virtue of their shares or other securities of the Corporation and such Subsidiaries) own less than fifty percent (50%) of the voting securities of the surviving entity, (ii) a sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a *bona fide* lender) of all or substantially all the assets of the Corporation, whether pursuant to a single transaction or a series of related transactions or plan (which assets will include for these purposes the assets of the Corporation's Subsidiaries), (iii) the sale or transfer, whether in a single transaction or pursuant to a series of related transactions, of securities of the Corporation such that the Corporation's stockholders holding the Corporation's Voting Power immediately prior to such sale or transfer or series of transfers cease to hold a majority of the Corporation's Voting Power after such sale or transfer or series of transfers, or (iv) any consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of fifty percent (50%) or more of the outstanding capital stock 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 another jurisdiction);

vi. acquire any stock, assets or the business of another entity, whether by way of merger, stock purchase, consolidation, asset purchase or any other type of transaction;

vii. amend, alter or repeal its Articles of Incorporation or its Bylaws in any manner;

viii. incur any indebtedness for borrowed money or issue any debt securities, or enter into any lease, in excess of \$100,000;

ix. create any operating or capital budget, or any incur any individual expenditure or liability in excess of \$50,000;

x. make any loan or capital contribution to or investment in any person, corporation, partnership or other business organization;

xi. acquire (by merger, consolidation or acquisition of stock or assets) any corporation, partnership or other business organization or division thereof (except an existing wholly-owned Subsidiary).

xii. enter into any agreement or business relationship with an affiliated business or entity that has the same officer, director, member, stockholder or owner (either directly or indirectly) of the Corporation.

(b) The corporation (nor any affiliate thereof) shall not, without the consent of the majority of the issued and outstanding Shares of the Company:

i. hire or terminate the employment of the CEO, CFO or COO of the Corporation.

(C). **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Common Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

#### **ARTICLE IV. PREEMPTIVE RIGHTS**

(A). **No Preemptive Rights Generally.** No preemptive rights shall exist with respect to shares of stock of this Corporation, except as provided hereunder or to the extent provided to any Shareholder by written agreement with this Corporation or as provided herein.

(B). **Preemptive Rights of Common Stock.**

1. **Preemptive Rights.** Each of the holders of Common Stock shall have the right to purchase such Shareholder's Proportionate Percentage (as hereinafter defined) of any future Eligible Offering (as hereinafter defined).

2. **Certain Definitions.** For the purposes of this Article IV, the following terms shall have the meanings set forth below:

(a). "**Proportionate Percentage**" means, with respect to any holder of shares as of any date, the result (expressed as a percentage) obtained by dividing (x) the number of Shares of the Corporation issued to and held by such Shareholder as of such date by (y) the total number of issued and outstanding shares of Common Stock of the Corporation as of such date.

(b). "**Eligible Offering**" means an offer by the Corporation to sell to any person or persons (including any of the Shareholders) for cash, any equity securities of the Corporation, or any security convertible into or exchangeable for, or carrying rights or options to purchase, equity securities of the Corporation, or to split of such Shares, other than an offering by the Corporation:

(i) of Shares of the Corporation or options to Shares of the Corporation in connection with or pursuant to any stock option or stock purchase plan approved by the Board to employees, officers, directors, consultants, investors, and/or advisors to the Corporation or its subsidiaries;

(ii) in which each Shareholder has been given the opportunity to purchase its pro rata share of such offering and such Shareholder has elected not to do so; or

(iii) of Shares in furtherance of the events described in Article III. Section B.5(a)(v) and (vi) hereof.

(c). The Corporation shall, before issuing any securities pursuant to an Eligible Offering, give written notice thereof to each holder of Common Stock that is entitled to preemptive rights under this Article IV. Such notice shall specify the security or securities the Corporation proposes to issue, the proposed date of issuance, the consideration that the Corporation intends to receive therefore and all other material terms and conditions of such proposed issuance. For a period of fifteen (15) days following the date of such notice, each such Shareholder shall be entitled, by written notice to the Corporation, to elect to purchase all or any part of such Shareholder's Proportionate Percentage of the securities being sold in the Eligible Offering; provided, however, that if two or more securities shall be proposed to be sold as a "unit" in an Eligible Offering, any such election must relate to such unit of securities. To the extent that elections pursuant to this Article IV shall not be made with respect to all of the securities included in an Eligible Offering within such fifteen (15) day period, then the Corporation shall first re-offer to each holder of Common Stock who has elected to purchase such Shareholders' Proportionate Percentage the right to purchase such number of the securities not purchased by other Shareholders (the "**Remaining Shares**") pursuant to this Article IV which is equal to the product obtained by multiplying (x) the number of Remaining Shares by (y) a fraction, the numerator of which is the number of Shares of the Corporation then held by such Shareholder and the denominator of which is the aggregate number of shares held by all the Shareholders who have elected to purchase their full Proportionate Percentage of the securities of the type included in such Eligible Offering pursuant to this Article IV for an additional ten (10) day period. To the extent that there are securities that have not been purchased pursuant to this

Article IV, then the Corporation may issue such securities, but only for consideration not less than, and otherwise on no less favorable terms to the Corporation than, those set forth in the Corporation's notice and only within 60 days after the end of such additional ten (10) day period. In the event that any such offer is accepted by any such Shareholder(s), the Corporation shall sell to such Shareholder(s), and such Shareholder(s) shall purchase from the Corporation, for the consideration and on the terms set forth in the notice as aforesaid, the securities that such Shareholder(s) shall have elected to purchase.

#### **ARTICLE V. CUMULATIVE VOTING**

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this Corporation.

#### **ARTICLE VI. ACTION BY MAJORITY VOTE**

Except as otherwise set forth herein, and except as set forth in Article III, Section (B).5 and Article VII, a quorum of this Corporation's Shareholders shall exist whenever there are present a simple majority of all Shareholders of this Corporation, regardless of class entitled to vote on an action. Except as otherwise set forth herein, and except as set forth in Article III, Section (B).5 and Article VII, the Corporation may take action by the affirmative vote of a simple majority of all Shareholders of this Corporation, regardless of class entitled to vote on an action.

#### **ARTICLE VII. DIRECTORS**

The number of directors of this Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided in these Articles and therein.

1. The authorized number of directors on the Corporation's Board of Directors to be not less than three (3) nor more than five (5). Upon any vacancy in the Board as a result of any individual designated ceasing to be a member of the Board, whether by resignation or otherwise, the Shareholders which are entitled to designate such individual shall elect to the Board an individual as director, as promptly as possible thereafter.

#### **ARTICLE VIII. BYLAWS**

Subject to Article III Section (B).5 hereof, the Board of Directors shall have the power to adopt, amend or repeal the Bylaws subject to the power of the Shareholders to amend or repeal such Bylaws. Subject to Article III Section (B).5 hereof, the Shareholders shall also have the power to amend or repeal the Bylaws and to adopt new Bylaws.

#### **ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION**

Subject to Article III Section (B).5 hereof, the Corporation reserves the right to amend or repeal any of the provisions contained in these Amended and Restated Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the Shareholders of this Corporation are granted subject to this reservation.



## **ARTICLE X. ACTION BY SHAREHOLDERS WITHOUT A MEETING**

To the maximum extent permitted under Florida law, any action required or permitted to be taken at any meeting of this Corporation's Shareholders may be taken without a meeting or a vote if either:

(a) the action is taken by all of this Corporation's Shareholders entitled to vote on the action; or

(b) so long as this Corporation is not a public company, the action is taken by this Corporation's Shareholders holding of record, or otherwise entitled to vote, in the aggregate no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

No notice of any action by Shareholders without a meeting shall be required. To the extent prior notice is required by law, any advance notice required by statute to be given to non-consenting Shareholders of this Corporation shall be made at least one business day prior to the effectiveness of the action, or such longer period as required by law. The form of this notice shall be sufficient to apprise the non-consenting Shareholders of this Corporation of the nature of the action to be effected, in a manner approved by the Board of Directors or by the committee or officers to whom the Board of Directors has delegated that responsibility.

## **ARTICLE XI. LIMITATION OF DIRECTOR LIABILITY**

To the fullest extent permitted by Florida law, a director of this Corporation shall not be personally liable to this Corporation or its Shareholders for monetary damages for conduct as a director. Any repeal or modification of the foregoing paragraph by the Shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article.

## **ARTICLE XII. INDEMNIFICATION OF DIRECTORS**

This Corporation shall indemnify its directors to the fullest extent permitted by Florida law now or hereafter in force.

This Corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement

provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Every reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws, or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable law.

Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

### **ARTICLE XIII. BOOKS OF CORPORATION**

The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Company.

### **ARTICLE XIV. REGISTERED AGENT**

The address of the registered office of the Corporation in the State of Florida is 1393 Pasadena Avenue S., Suite B, South Pasadena, FL 33707. The name of its registered agent at such address is Terrance P. McNamara, Esq.

The undersigned, as President of ClearGage, Inc., makes these Amended and

Restated Articles of Incorporation effective this 24<sup>th</sup> day of January, 2011.

**CLEARGAGE, INC.,**  
A Florida corporation

By: 

\_\_\_\_\_  
Chip Hunziker, CEO and President  
*Charles*

The date of each amendment(s) adoption: JANUARY 24, 2011, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 8/1/2016

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)

Charles N. Hinziker

(Typed or printed name of person signing)

CEO and President

(Title of person signing)