

8/15/2019

Division of Corporations

PD 100065182

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE NORTHERN BREEZE CORPORATION**

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AUG 16 2019
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**ARTICLES OF RESTATEMENT
OF
THE NORTHERN BREEZE CORPORATION**

In accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "*Florida Act*"), The Northern Breeze Corporation, a Florida corporation (the "*Corporation*"), hereby declares and certifies as follows:

1. The name of the Corporation is The Northern Breeze Corporation
2. The text of the Amended and Restated Articles of Incorporation (the "*Restated Articles*") is attached hereto as *Exhibit A* and is incorporated herein by this reference. The Restated Articles amend and restate the original Articles of Incorporation of the Corporation and all amendments and restatements thereto.
3. The Restated Articles required shareholder approval and were adopted by unanimous consent of the Corporation's shareholders pursuant to a written action as of May 15, 2019 in accordance with the requirements of the Florida Act.
4. The number of votes cast for the Restated Articles was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Restatement have been executed by the Corporation as of the date first written above.

THE NORTHERN BREEZE CORPORATION


Stephen Hartsuff
Chief Executive Officer

FILED
2019 AUG 15 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FL

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NORTHERN BREEZE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FL

1. Name. The name of the corporation is The Northern Breeze Corporation.
2. Principal Place of Business. The principal place of business of the corporation is 7389 Lee Highway, Suite 207, Falls Church, VA 22042.
3. Registered Agent. The address of the registered agent of the corporation in Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: Stephanie Hencz
(Registered agent's signature)
Stephanie Hencz Assistant Secretary

4. Authorized Shares. The aggregate number of shares that the corporation is authorized to issue is 20,000,000, par value \$0.01 per share of which 10,000,000 shall be voting common stock and 10,000,000 shall be nonvoting common stock. Each holder of voting common stock shall have one vote on all matters submitted to the shareholders for each share of voting common stock standing in the name of such holder on the books of the corporation. Except as provided by Paragraph 5 below or as provided by law, the holders of the nonvoting common stock shall have no voting rights. Except with respect with the right to vote as provided herein, voting common stock and nonvoting common stock shall be identical in all respects and shall be entitled equally to all rights and privileges of the common stock of this corporation.
5. Extraordinary Transactions. The holders of nonvoting common stock shall have the right to vote on an equivalent per share basis with the holders of voting common stock with respect to the following extraordinary corporate transactions:

- (a) Any vote of the shareholders relative to a merger, consolidation, liquidation or dissolution of the corporation or a proposed sale of all or substantially all of the assets of the corporation; and

(b) Any vote relative to an amendment to these Amended and Restated Articles of Incorporation purporting to change the capital structure of the corporation or the voting power of the voting common stock or the nonvoting common stock, including specifically, but not limited to, any vote relative to the authorization of additional shares of voting common stock or nonvoting common stock or a vote relative to the authorization of additional classes of stock.

6. Conversion Rights.

(a) Upon (i) the transfer of nonvoting common stock from the holder thereof to any third party or entity, and (ii) the affirmative election of the transferee, each share of nonvoting common stock actually acquired in such transfer shall be converted into one fully paid and nonassessable share of voting common stock.

(b) The corporation shall at all times when the nonvoting common stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the nonvoting common stock, such number of its duly authorized shares of voting common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of nonvoting common stock; and if at any time the number of authorized but unissued shares of voting common stock shall not be sufficient to effect the conversion of all then outstanding shares of the nonvoting common stock, the corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of voting common stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Amended and Restated Articles of Incorporation.

7. Limitation of Directors' Liability. To the fullest extent permitted by law, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act (the "Act") or any other law of the State of Florida is amended after approval by the shareholders of this Article 7 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Any repeal or modification of the foregoing provisions of this Article 7 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

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