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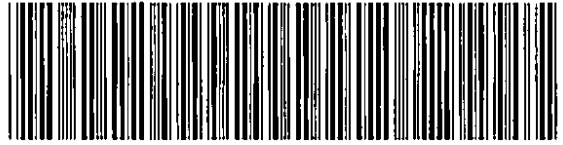
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Amended &
Restated Articles

2022 MAY 19 AM 9:13

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Name:	NFI Studios, Inc.
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SECOND AMENDED AND RESTATED 2022 MAY 19 AM 9:13
ARTICLES OF INCORPORATION
OF
NFI STUDIOS, INC.

May 17, 2022

The undersigned, acting in his capacity as Chief Financial Officer of NFi Studios, Inc. (the "Corporation"), a Florida corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "Act"), on behalf of the Corporation, has executed these Second Amended and Restated Articles of Incorporation, as approved by the Directors of the Corporation in an action by written consent, pursuant to Florida Statutes Section 607.0821, effective as of the date first written above, and as approved by the shareholders of the Corporation, in an action by written consent, pursuant to Florida Statutes Section 607.0704, effective as of the date first written above. The number of votes cast by the shareholders by written consent was sufficient for approval. v

This Second Amended and Restated Articles of Incorporation amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State effective as of May 10, 2010.

ARTICLE I — NAME/ADDRESS

The name of this corporation is NFi Studios, Inc. (the "Corporation"). The street address and mailing address of the principal office of the Corporation are 9620 Executive Center Dr. N. #200, St. Petersburg, FL 33702.

ARTICLE II — REGISTERED AGENT AND REGISTERED ADDRESS

The address of the registered office of the Corporation in the State of Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE III — PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE IV — CAPITAL STOCK

Upon the filing and effectiveness (the "Effective Time") pursuant to the Act of this Second Amended and Restated Articles of Incorporation, all of the shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on

the part of the holder thereof, be combined and converted into one hundred (100) shares of Common Stock (the "Reverse Stock Split"). The aggregate number of Common Stock that the Corporation has authority to issue after the Reverse Stock Split will be reduced to 100 shares, with a par value of \$0.01 per share. As of the Effective Time, all Preferred Stock of the Corporation shall terminate and the aggregate number of Preferred Stock that the Corporation has authority to issue after the Effective Time will be reduced to 0 shares.

ARTICLE V — BYLAWS

Subject to any additional vote required by the Bylaws or this Second Amended and Restated Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI — DIRECTORS/ELECTION OF DIRECTORS

Subject to any additional vote required by this Second Amended and Restated Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VII — MEETINGS OF STOCKHOLDERS/BOOKS OF CORPORATION

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept 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 Corporation.

ARTICLE VIII — INDEMNIFICATION

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Act or any other law of the State of Florida is amended after approval by the stockholders of this Article VIII 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 VIII by the stockholders 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.

The following indemnification provisions shall apply to the persons enumerated below.

A. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section B of this Article VIII, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

B. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article VIII or otherwise. .

C. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article VIII is not paid in full within 30 days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination

of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

E. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

F. Non-Exclusivity of Rights. The rights conferred on any person by this Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

G. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

H. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VIII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VIII.

I. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation as of the date first set forth above.

- DocuSigned by:

Mike Hennicks

43R767D14C15480

By: Mel Alvarado
A3B7D74C-E480

Name: Mike Henricks

Title: Chief Financial Officer

ARTICLES OF RESTATEMENT

OF

NFI STUDIOS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is NFi Studios, Inc.
2. The text of the Second Amended and Restated Articles of Incorporation of the Corporation, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (the Second Amended and Restated Articles of Incorporation) contains the Articles of Incorporation of the corporation requiring shareholder approval.
2. The Amended and Restated Articles of Incorporation of the Corporation as filed with the Florida Department of State and effective as of May 10, 2010 are hereby amended and restated in its entirety so as henceforth to read as set forth in the Second Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendment and restatement was May 17, 2022.
4. The designation of each voting group of shareholders entitled to vote separately on the said amendment and restatement is hereby stated as follows: Common Stock; Preferred Stock.
5. The number of votes cast for the said amendment and restatement by each said voting group of shareholders was sufficient for the approval thereof.

Executed on May 17, 2022.

NFi Studios, Inc.

DocuSigned by:

Mike Hennicks

By:

-A3B7B7D76C1E19D

Name of officer: Mike Henricks

Title of officer: Chief Financial Officer