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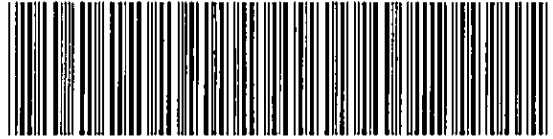
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2019 SEP 27 A 9 59

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

SEP 30 2019

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- ☐ **CERTIFIED COPY** \_\_\_\_\_
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- xx** **FILING** **AMENDED / RESTATED** \_\_\_\_\_

1. **ALTAVIAN INC.**  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALTAVIAN INC.

FILED

2019 SEP 27 A 9 55

Altavian Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act of the State of Florida (the "Act"). TALLAHASSEE, FLORIDA

**DOES HEREBY CERTIFY:**

1. That this corporation was originally incorporated pursuant to the Act on February 18, 2011.

2. That the Board of Directors (the "**Board**") duly adopted resolutions proposing to amend and restated the original Articles of Incorporation of this corporation dated February 18, 2011 with the Amended and Restated Articles of Incorporation of this corporation, which the shareholders of this corporation consented thereto and approved thereof as of January 19, 2015 (the "**Amended Articles**").

3. That the Board duly adopted resolutions proposing to amend the Amended Articles, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Amended Articles be amended and restated in its entirety to read as follows:

**FIRST:** The name of this corporation is Altavian Inc. (the "**Corporation**").

**SECOND:** The address of the registered office of the Corporation in the State of Florida is 1724 NE 2nd St., in the City of Gainesville, County of Alachua. The name of its registered agent at such address is John H. Perry.

**THIRD:** 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.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 40,000,000 shares consisting of: 30,000,000 shares of Common Stock at \$0.001 par value per share ("**Common Stock**") which includes 1,200,000 shares of capital stock previously designated as "Preferred Stock", par value \$0.001, and converted into shares of Common Stock; and 10,000,000 shares of newly authorized Preferred Stock at \$0.001 par value per share ("**Preferred Stock**"). The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation:

A. **COMMON STOCK**

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of preferred shares or additional series of shares as set forth herein.

2. Series Founders Common Stock. Three Million Nine Hundred Thousand (3,900,000) of the authorized shares of Common Stock are hereby designated as a separate series referred to as "Series Founders Common Stock". Twenty-Six Million One Hundred Thousand (26,100,000) of the authorized shares of Common Stock are not designated as a separate series. Notwithstanding Section 3, except as expressly provided by applicable law, the holders of Series Founders Common Stock shall be entitled to elect three (3) directors of the Corporation, and the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written action in lieu of a meeting. If the holders of Series Founders Common Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, then any directorship not so filled shall remain vacant until such time as the holders of the Series Founders Common Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by shareholders of the Corporation other than by the shareholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except for the super voting rights set forth in this Section 2 for holders of shares of Series Founders Common Stock, each share of Common Stock, whether Series Founders Common Stock or undesignated Common Stock, shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock. The holders of the Series Founders Common Stock shall have the right to convert each share of Series Founders Common Stock into a single share of undesignated Common Stock, as appropriately adjusted for any split or combination of the Series Founders Common Stock or undesignated Common Stock, as the case may be.

3. Voting. Except as set forth in this Section 2 or applicable law, the holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of preferred stock or additional series of stock that may be required) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

## B. PREFERRED STOCK

The Board is hereby expressly authorized to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. Before issuing any shares of a class or series created under this section, the Corporation must deliver to the Florida Department of State for filing articles of amendment, which are effective without shareholder action, that set forth the text of the amendment determining the terms of the class or series of shares.

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

**SIXTH:** Subject to any additional vote required by the 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.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws shall so provide.

**EIGHTH:** Meetings of shareholders may be held within or without the State of Florida, as the Bylaws 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.

**NINTH:** 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 Act or any other law of the State of Florida is amended after approval by the shareholders of this Article Ninth 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 Ninth 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.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Act permits the Corporation to provide indemnification) through provisions in the Bylaws, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Act. Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

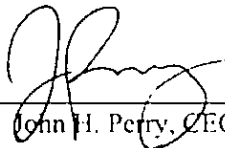
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4. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with the Act.

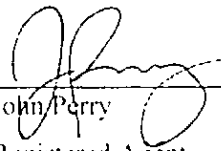
5. That these Second Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of the Amended Articles, has been duly adopted by the shareholders. The number of votes cast for these amendments by the shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, these Second Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation on this 26 day of September, 2019.

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

By:  \_\_\_\_\_  
John H. Perry, CEO

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 \_\_\_\_\_  
John Perry  
Registered Agent

9/26/2019  
Date