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*Amended &  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*4/17/13*

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** C.F. Technologies, Second Amended/Restated  
Name of Corporation Articles  
**DOCUMENT NUMBER:** P11000058688 of  
Incorporation

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kuman Heyal  
Name of Contact Person

C.F. Technologies Inc  
Firm/Company

6538 Collins Ave # 707  
Address

Miami Beach FL 33141  
City/State and Zip Code

CFTech@ yahoo. Com.  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kuman Heyal at ( 914 ) 275 5061  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee       | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status                 |
| <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy |

**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

FILED

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**

**C.F. Technologies Inc. .**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APR 9 PM 12:28

The corporation is incorporated under the name "C.F. Technologies Inc. ." by the filing of its original Certificate of Incorporation with the Secretary of State of Florida on June 24, 2011.

This Second Restated Certificate of Incorporation of the corporation, which both restates and further amends the provisions of the corporation's Certificate of Incorporation, was duly adopted via a resolution of the Board of Directors and approved by the super majority ( 80 % or more ) of the Class A Voting Stock. The Certificate of Incorporation of the corporation is hereby amended and restated to read in its entirety as follows:

**The undersigned**, Kamran Heydari certify that:

1. He is the duly elected President C.F. Technologies , Inc., a Florida corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Florida on July 24, 2011 under the original name of C.F. Technologies Inc.

**FIRST**

**Name of Corporation**

The name of the corporation is C.F. Technologies Inc. . (the Corporation).

**SECOND**

**Address of Registered Office**

The address of the Corporation's registered office in the State of Florida is **6538 Collins Ave 307 Miami Beach FL 33141**. The name of its registered agent at such address is Kamran Heydari.

**THIRD**

**Purpose of Corporation**

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

**FOURTH**

**Existence.**

The Corporation is to have perpetual existence.

**FIFTH**

**Classes and Description of Stock.**

**Authorized Capital Stock .** This Corporation is authorized to issue two (2) classes of shares of stock, which shall be designated, respectively, "Class A Common Stock" and , "Class B Common Stock".

The total number of shares of capital stock that the Corporation is authorized to issue is fifty million (50,000,000.00) shares , consisting of forty million (40,000,000) shares of Class A Common Stock, par value of \$0.000001 per share ("Class A Common Stock "), ten million

(10,000,000) shares of Class B Common Stock, par value \$0.000001 per share ("Class B Common Stock").

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining unissued and undesignated shares of Class B Common Stock which currently is ten million (10,000,000) shares.

In the Event that the Board of Directors believes the issuance of additional capital stock including Preferred Shares and Class C Common Stock ( Employee Stock Class) is suitable for the Corporation. New capital stock issuance will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval. The terms , rights, preferences and privileges of the series of Preferred Stock created will also will require a supermajority vote of class A Common Stock vote and ratification and executed via the Board of Director's formal approval.

A supermajority vote of class A Common Stock vote and ratification and executed via the Board of Director's formal approval is required to increase the authorized number of shares of all classes of Common Stock and Preferred Stock.

#### **SECTION 1 : Class A Stock**

**1.Common Stock Class A:** The total number of Class A Common Stock shares which the Corporation is authorized to issue is (40,000,000) shares, each with a par value of \$0.000001 per share.

**Class A Common Stock shall not have the same rights and privileges and shall not rank equally and not share ratably as to all matters.**

The powers ( ie. Voting) , preferences, rights, restrictions, designations, qualifications , limitations, and or other matters relating to the Common Stock Class A are thereof, are fixed as follows:

##### **A. Issuance; Payment and Assessability.**

The shares of Class A Common Stock and Class B Common Stock may be issued by the Corporation from time to time for such consideration, having a value not less than par value, as may be fixed from time to time by the Board of Directors of the Corporation. Any and all shares of Class A Common Stock and Class B Common Stock so issued for which the consideration is so fixed has been paid or delivered to the Corporation shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of said shares shall not be liable for any further payments in respect of such shares.

##### **B. Transfer Restrictions of Class A Common Stock**

Any Transfer and or conversion of Class A Common Stock requires approval from a Super-Majority Vote of Class A Shareholders. There is no material transfer restriction imposed upon Class A Stock.

### **C. Dividends; Distributions; Stock Splits.**

**Dividends.** Holders of Class A Common Stock shall be entitled to such dividends or other distributions (including liquidating distributions) per share, whether in cash, in kind, in stock (including a stock split) or by any other means, when and as may be declared by the Board of Directors of the Corporation out of assets or funds of the Corporation legally available therefor.

The holders of the Common Class A Stock shall have Dividend rights equal to Class B Common Stock designated herein proportional to ownership. No difference shall occur with respect to dividends.

Dividends will be non-mandatory and noncumulative. Dividends will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval. The Board of Directors has oversight and discretion as to when and the allotment and distribution of dividends or allow for retention for better and more useful corporate uses.

**Stock Splits.** Stock Splits will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval.

### **D. Voting.**

#### **1. General ;**

All material actions of the corporation will require the supermajority voting requirement of Class A Common Stock. Cumulative voting in the election for directors is not authorized.

#### **2. Supermajority Voting;**

Supermajority is 80 % or more .

#### **3. Voting Rights;**

Each holder of Class A Common Stock shall be entitled to (1.25) votes for each share of Class A Common Stock standing in his or her name on the books of the Corporation.

The holders of the Common Class B Stock shall have No Voting rights including the lack of Power to vote for the election of Directors.

### **E. Conversion Rights.**

There will be No equalization of Powers of Class A stock. The holders of the Common Class A Stock shall have conversion rights deemed necessary by the majority vote of Common Class A Shares and executed via the Board of Directors as follows.

#### **Right to Convert.**

Each share of Class A Common Stock may, at the option of the holder of record thereof and without payment of any consideration, be converted into one (1 ) fully paid and nonassessable shares of Class B Common Stock. Any such conversion may be effected by the Majority of Class A Common Stock surrendering such holder's certificate or certificates for the Class A Common

Stock to be converted, duly endorsed, at the office of the Corporation or any transfer agent for the Class A Common Stock, together with a written notice to the Corporation that such holder elects to convert all or a specified whole number of shares of Class A Common Stock and stating the name or names in which such holder desires the certificate or certificates for the Class B Common Stock to be issued. Promptly thereafter, the Corporation shall issue and deliver or cause to be issued and delivered to such holder or such holder's nominee or nominees, a certificate or certificates for the number of shares of Class B Common Stock to which such holder shall be entitled as herein provided. Such conversion shall be deemed to have been made at the close of business on the date of receipt by the Corporation or any such transfer agent of such certificate or certificates for Class A Common Stock and such notice, and the person or persons entitled to receive the Class B Common Stock issuable on such conversion shall be treated for all purposes as the record holder or holders of such Class B Common Stock on that date.

These additional shares will not have any characteristics of Class A stock , only so far as in the stock is being sold.

#### **Reservation of Common Stock Issuable Upon Conversion.**

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Class A Common Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class A Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class A Common Stock, the Corporation will take such corporate action to increase its authorized but unissued shares of Common Stock B to such number of shares as shall be sufficient for such purpose. This action will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval.

#### **F. Preemptive Rights of Class A Stock & Anti dilution Measures**

Each holder of any of the Class A shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued Stock to be issued by reason of any increase of the authorized capital stock of the corporation of any class. Whether said unissued stock shall be issued for cash, property, or any other lawful consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale . These preemptive rights will constitute an outstanding offer to each Class A stockholder the right to buy the percentage of the new issue equal to his or her current percentage of ownership before the corporation issues more shares so as to allow Class A stockholders to retain the option to maintain their overall percentage ownership in the corporation. The preemptive rights will apply only to the class of stock which the corporation plans to issue. Class A Stockholders may subscribe to all classes of stock with preemptive rights.

Preemptive rights elimination requires a Supermajority vote of Class A Voting Stock for all classes of stock.

In the event of a selling stockholders sale of Capital Stock, the Corporation ( C.F. Technologies Inc. . ) has the first preemptive right to purchase the selling stockholders capital stock . If the selling stockholders available for sale of capital stock is Class A stock , an automatic conversion from Class A Shares will occur and the attributes of Class B stock will be adopted in its entirety including non voting rights among others.

Class A Stockholders will be allowed to maintain percentage and proportional ownership. Class A Stockholders will be have the First Right of Refusal for the Purchase of Selling Stockholders sale of Class B Stock . Should Class A not exercise the First Right of Refusal for the Purchase of Selling Stockholders sale of Class B Stock, the shares will be repurchased by the corporation via a reasonable valuation analysis.

At the drafting of the Amended and Restated Articles of Incorporation a public or private market for the Capital Stock of C.F. Technologies Inc. . does not exist. Until the time that a market exists for the for the shares of C.F. Technologies Inc. . the valuation of the common stock will be based on reasonable valuation analysis.

## **SECTION 2 : Class B Common Stock**

**Common Stock Class B** ; The total number of Common Stock Class B shares which the Corporation is authorized to issue is (10,000,000) shares, each with a par value of \$0.000001 per share.

### **A. Dividends; Distributions; Stock Splits. Class B Stock**

**Dividends.** Holders of Class B Common Stock shall be entitled to such dividends or other distributions (including liquidating distributions) per share, whether in cash, in kind, in stock (including a stock split) or by any other means, when and as may be declared by the Board of Directors of the Corporation out of assets or funds of the Corporation legally available therefor.

The holders of the Common Class B Stock shall have Dividend rights equal to Class A Common Stock designated herein proportional to ownership. No difference shall occur with respect to dividends.

Dividends will be non-mandatory and noncumulative. Dividends will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval. The Board of Directors has oversight and discretion as to when and the allotment and distribution of dividends or allow for retention for better and more useful corporate uses.

**Stock Splits.** Stock Splits will require a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratification and executed via the Board of Director's formal approval.

### **B. Transfer Restrictions of Class B Common Stock**

Any Transfer of Class B Common Stock will have to adhere to the following;

**Notice of Legend** . Consent and Notice of Legend will be placed on the certificates based on the transfer restrictions agreed to by Class B Common Stockholders via Memorandum , Stock Purchase Agreement, or a separate agreement. All Purchasers who Purchase Class B Stock will be notified and will have to affirm their understanding of the following disclosures regarding reasonable consent restrictions (ie. TAKEN WITH NOTICE). The legend will require the approval and consent from the super voting majority of Class A common stock for any transfer of stock.

The General Transfer Restrictions of Class B Stock will allow for the following in the event that a transfer is effectuated by any Class B Common stock shareholder and serve as procedure after a supermajority vote ( 80 % Percent or more) of class A Common Stock and ratified and executed via the Board of Director's formal approval;

- (1) First Right of Refusal for purchase before transfer will be given to Class A common Stock .
- (2) Second Right of Refusal for purchase before transfer will be given to the Corporation.
- (3) Third Right of Refusal for purchase before transfer will be given to the Class of Common Stock B existing shareholders not to exceed 5 % ownership unless the Board of Directors via a Super voting Majority of the Class A stock approves such a transaction.

Additionally a restriction on the type of parties and concentration limits of 5 % or less will be adhered to so parties who acquire Class B common stock will not alter the continuity of the Capital Stock and holders thereof.

**C. Common Class B Stock anti-Conversion.** The holders of the Common Class B Stock shall have no conversion rights. (i) Each share of Class B Stock may never at any time during the existence of the Corporation be converted by the record holder thereof into any share of Class A Stock or any other share class.

#### **SIXTH . Board of Directors**

The Board of Directors shall have decision-making functions, sets the criteria for long term goals of the corporation, oversee the operations of the corporation , and represent shareholders best interests.

Qualifications of Board Members will require to add Members to the Board with reasonable business and technical experience in the industry in which C.F. Technologies Inc. . is operating in.

Directors will have to devote professional time to the company.

The Board of Directors should adhere to the Bylaws of the Corporation.

#### **Section 1: Number.**

The number of initial directors will be one (1) until the first annual Meeting of the Corporation. Upon which the Number will be one (1) and or three (3) depending on the growth of the corporation. The number of directors constituting the entire Board of Directors shall be fixed from time to time by resolution of the Board of Directors but shall not be less than one (1) nor more than five (5). Should the number of Board Members increase a super-voting majority approval of Class A Common Stock is required.

#### **Section 2: Classification.**

The Board of Directors shall be divided into three classes, as nearly equal in numbers as the then total number of directors constituting the entire Board permits with the term of office of one class expiring each year.

The term of office of Class 1 directors expires at the second annual shareholders meeting.  
The term of office of Class 2 directors are elected for two years;



The term of office of Class 3 directors are elected for three years.

The chairperson and the president will be (unless a Super-voting majority of Class A Stockholders elects to amend the Articles of Incorporation) Class 3 directors, assuring Class 3 of a three-year tenure as board members.

At each annual meeting of stockholders the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring respective to the class.

### **Section 3: Initial directors.**

The Initial Director of C.F. Technologies Inc. was Kamran Heydari . The address of residence was 6363 Indian Creek Drive , Apt 314 , Miami Beach , F.L. 33141.

### **Section 4: Nominations & Election of Members**

Directors Shall be elected by Class A Voting Stockholders only . The procedure for nominating and electing directors will be conducted according to the bylaws of the Corporation. Directors shall be elected to hold office until the next annual meeting of stockholders of the Corporation or until their successors are duly elected and shall qualify, unless sooner displaced.

### **Section 5: Powers of the board**

The Board of Directors will have the power to manage and govern the property and business of the Corporation. In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(A) To determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the property, business and affairs of the Corporation, including, without limitation, the power to designate and empower committees of the Board of Directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for, Board meetings, as well as the manner of taking Board action; and

(B) To adopt, amend, alter, change or repeal the Bylaws of the Corporation; provided that no Bylaws hereafter adopted shall invalidate any prior act of the Directors that would have been valid if such Bylaws had not been adopted;

(C) To present to the shareholders any material transactions and actions that the corporation is considering to be party to including the following ; authorize and cause to be executed mortgages and liens; to designate one or more committees; to sell, lease, exchange, or otherwise dispose of assets of the corporation; to distribute to the shareholders, in partial liquidation, portions of the corporation's assets in cash or in property.

(D) To exercise all such powers and do all such acts as may be exercised by the corporation, subject to the provisions of the laws of the State of Florida, this Amended and Restated Certificate of Incorporation, and the Bylaws of the Corporation.

### **Section 6: Filling of Board Vacancies**

Board vacancies will require a supermajority vote of class A Common Stock and ratification and executed via the Board of Director's formal approval.

#### **Section 7: Director Removal**

Director can be removed without cause by a supermajority vote of Class A Stock .

Irrespective of Board Classification in section 2 above , Supermajority vote of Class A can at anytime disband the Board of Directors and Class A Common Stock only can elect a new Board of Directors with a similar Classification with or without the same Directors.

Removed Board Member and or all of the Board Of Directors will not be given Corporate Miranda Notice (Notice of the vote of Dismissal).

#### **Section 8: Indemnification of Directors and Officers**

The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative.

Shareholders and the Corporation shall provide , compensate, and or reimburse Directors , beneficial large holders of stock who are also Directors , and Senior Executive Officers with the following;

- a. Legal and other expenses incurred in defending against a claim or prosecution
- b. Amounts Paid in Settlement of Suits or to satisfy any judgment entered against or fines imposed upon conviction of defendant officers and or Directors .
- c. Payment of Directors & Officer's Insurance
- d. Advances for such and similar expenses

No director and or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or knowing violation of the law.

Any repeal or modification of an Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

Nothing contained herein should limit any protections or defenses available to, or indemnification rights of, any director or officer of the Corporation under this Amended and Restated Certificate of Incorporation or applicable law.

#### **Section 9: Corporate Opportunities**

Corporate opportunities pursued by the Corporation should result in the furtherance of the interest of the Corporation. Non-Founding Stockholder Directors shall not compete unfairly with the corporation and must offer opportunities to the corporation first. Founding Stockholders may

directly or indirectly in the same or similar business activities or lines of business as the Corporation and that might be in direct or indirect competition with the Corporation.

#### **EIGHTH : Officers**

**A. The Board of Directors shall select executive officers.** Any officer may resign at any time upon written notice to the Corporation baring any discrepancies in contractual agreements entered into. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

**B. Powers and Duties of Executive Officers.** The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Officers of the Corporation should adhere to the Bylaws of the Corporation.

**C. Designations.** The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The corporation may have such additional officers as may be determined from time to time in accordance with the By-Laws. The officers shall have the powers, perform the duties, and be appointed as may be determined in accordance with the By-Laws and laws of the State of Florida.

Any person may hold two (2) or more offices in said corporation.

#### **NINETH ; Shareholders**

Shareholders should abide by the bylaws and provisions herein.

#### **TEN ; Corporate Formalities**

All corporate formalities will observe good corporate management including but not limited to Minutes , Meetings , and resolutions. Major resolutions include entering in to material contracts and agreements, tax related issues, approval of Issuance of stock , opening bank accounts , and salary & employment agreements and matters regarding executive officers will need the approval Board Of Directors.

#### **ELEVEN ; Amendment of Articles of Incorporation**

In furtherance and not in limitation of the powers conferred upon it by law, the adoption, repeal, alteration or amendment of the Amended and Restated Articles of Incorporation shall be voted upon by a supermajority vote of class A Common Stock and ratification and execution thereof via the Board of Director's formal approval.

The board of directors must adopt a resolution setting forth the proposed amendment and declaring its advisability. The board must then call a special meeting of those stockholders entitled to vote on the amendment , or direct that the amendment be considered at the next annual meeting of stockholders.

The holders of the Common Class B Stock shall have No Article of Incorporation amendment voting rights.

**RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

The foregoing Articles of Incorporation has been duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Florida General Corporation Law.

**TWELVETH ; Amendment of Bylaws**

In furtherance and not in limitation of the powers conferred upon it by law, the Board is expressly authorized after the super-voting and ratification of Class A Stockholders to adopt, repeal, alter or amend the By-laws of the Corporation.

Amendment adopted April 4, 2013.

Executed / Date; April 4, 2013

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Kamran Heydari, Director  
Kamran Heydari  
Kamran Heydari, President  
Kamran Heydari, Secretary

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