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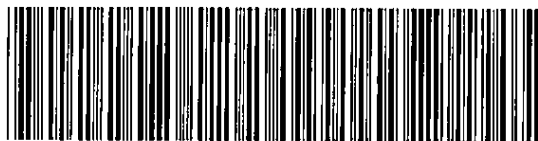
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*Restated Articles*

08/08/24--01013--008 \*\*35.00

CLERK OF SUPERIOR COURT  
JANUARY 13, 2024

2024 AUG -8 PM12:13

FILED

AUG 19 2024

A RAMSEY

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Geotoll, Inc.

**DOCUMENT NUMBER:** P12000001514

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

Please return all correspondence concerning this matter to the following:

James D'Loughy, Esq.

Name of Contact Person

Advisorlaw PLLC

Firm/ Company

3910 RCA Blvd., Ste 1015

Address

Palm Beach Gardens, FL 33410

City/ State and Zip Code

jdloughy@advisorlaw.com

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

For further information concerning this matter, please call:

James D'Loughy, Esq. at ( 561 ) 622-7788

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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

FILED

THIRD RESTATED ARTICLES OF AMENDMENT

To

ARTICLES OF INCORPORATION  
OF

GEOTOLL, INC.

2024 AUG -8 PM 12 13

CLERK OF STATE  
TALLAHASSEE, FL

Pursuant to provisions of Section 607.1006, Florida Statutes, GeoToll, Inc. ("GeoToll"), a Florida Profit Corporation, adopts this Third Amended and Restated Articles of Incorporation (the "Articles") set forth below:

(A) The date of filing of GeoToll's original Articles of Incorporation with the Department of State of the State of Florida was January 5, 2012, as amended on August 6, 2013 and March 22, 2019.

(B) These Third Amended and Restated Articles of Incorporation restate and supersede in their entirety the provisions of the Articles of Incorporation of GeoToll, as amended.

(C) The amendments enacted by these Third Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of GeoToll on the 1<sup>st</sup> of June, 2024, and by a majority of the outstanding shares of each class of capital stock of GeoToll entitled to vote on the 1<sup>st</sup> of June 2024 in accordance with and in the manner prescribed by the provisions of Sections 607.1003 and 607.1007 of the Act.

(D) The text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE ONE.** Corporate Name. The name of the corporation is GeoToll, Inc. (hereinafter the "Corporation" or "GeoToll").

**ARTICLE TWO.** Registered Office. The address of the registered office of GeoToll is 3910 RCA Boulevard, Suite 1015, Palm Beach Gardens, FL 33410. The name of the registered agent of GeoToll at such address is Advisorlaw PLLC.

**ARTICLE THREE.** The mailing address of GeoToll is 7284 W. Palmetto Park Road, Suite 101, Boca Raton, FL 33433

**ARTICLE FOUR.** Corporate Purpose. The purpose of GeoToll is to engage in any lawful act or activity for which a corporation may be organized under the Act, as amended from time to time.

**ARTICLE FIVE.** Term. Geotoll, Inc. is to exist perpetually.

**ARTICLE SIX.** Capital Stock

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect to the capital stock of the Corporation:

The total number of shares of all classes, which the Corporation is authorized to issue, is Fifty Million (50,000,000) shares, consisting of "Common Stock" with a \$.001 par value per share.

Except as otherwise restricted by this Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class (and series) of capital stock of the Corporation are as provided hereafter:

1. General. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all respects other than voting.
2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.
3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.
4. Liquidation. In the event of any liquidation, sale, merger, dissolution or winding up of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to the rights and preferences of any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the occurrence of such an event senior to or *pari passu* with the rights of holders of Common Stock.

**ARTICLE SEVEN. Power Structure.**

(A) The business and affairs of GeoToll shall be managed by or under the direction of the Board of Directors.

(B) The number of directors shall be determined from time to time by resolution of the Board of Directors. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(C) The directors of GeoToll need not be elected by written ballot unless the Bylaws so provide.

(D) Except as otherwise permitted in this Article Seven, only persons who are nominated in accordance with the procedures established in the Bylaws shall be eligible for election as directors.

(E) Vacancies and newly created directorships resulting from (i) an increase in the authorized number of directors, (ii) death, (iii) resignation, (iv) retirement, (v) disqualification or (vi) removal from office, may be filled by a majority vote of the remaining directors then in office, although less than a quorum, or by the sole remaining director, and each director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which he or she has been elected expires and until such director's successor shall have been duly elected and qualified.

**ARTICLE EIGHT. Board of Directors.** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of GeoToll is expressly authorized to make, alter and repeal the Bylaws of GeoToll.

**ARTICLE NINE. Indemnification.** GeoToll shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of GeoToll and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, GeoToll shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized for consented to by the directors of GeoToll. The right to indemnification conferred by this Article NINE shall be a contract right and shall include the right to be paid by GeoToll the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon GeoToll's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article NINE.

The Corporation may, to the extent authorized from time to time by the directors of the Corporation, provide rights to indemnification and to the advancement of expenses to other

employees and agents of the Corporation similar to those conferred in this Article NINE to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article NINE shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article NINE shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

**ARTICLE TEN. Forum.** These Articles of Incorporation and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court for Palm Beach County (or the appropriate Florida federal court) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Florida Statutes or the Corporation's Third Amended and Restated Articles of Incorporation or Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

**ARTICLE ELEVEN. Shareholder Quorum and Voting.** The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

**ARTICLE TWELVE. Amendments.** The Corporation reserves the right to amend, alter or repeal any provisions contained in this Third Amended and Restated Articles of Incorporation from time to time and at any time as the Board of Directors may deem advisable and authorize by duly adopted resolutions and as are not inconsistent with this Third Amended and Restated Articles of Incorporation or the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

**ARTICLE THIRTEEN. Miscellaneous.** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws and Articles of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

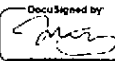
C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

D. Meeting of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

The only voting group entitled to vote on the amendments contained in these Articles were the holders of shares of the Corporation's Common Stock. These Articles were duly adopted by the majority of such shareholders on June 1, 2024, at a special meeting of the shareholders. The number of votes cast for the amendment above by the shareholders was sufficient for their approval.

I, Wyatt Geist, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 1<sup>st</sup> of June 2024.

Geotoll, Inc.

By:  DocuSigned by

Wyatt Geist, Chairman and President