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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARTEC ACADEMY, CORP.**

November 2, 2015

The undersigned, Anatoly Zinoviev, being the duly elected President of Artec Academy, Corp., a Florida corporation (the "Corporation"), hereby states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on March 12, 2012, under Document No. P12000024167.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is "Artec Academy, Corp."

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The current principal office and mailing address of the Corporation are 3901 S. Ocean Dr., Suite 12F, Hollywood, Florida 33019.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful acts, activities and/or businesses for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Four Thousand (4,000) shares, consisting of (i) Two Thousand (2,000) shares of common stock (the "Common Shares"), and (ii) Two Thousand (2,000) shares of preferred stock. Effective as of November 2, 2015, the Corporation has effected a ten (10)-for-one (1) stock split of Common Shares issued and outstanding contemporaneously with the effectiveness of the Amended and Restated Articles of Incorporation in which one (1) share of Common Share is split and converted into ten (10) shares of Common Shares to reflect an aggregate total of one thousand (1,000) Common Shares issued and outstanding effective upon the filing of the Amended and Restated Articles of Incorporation with the Department of State of the State of Florida.

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COMMON STOCK

A. Voting Rights. Except as otherwise provided by law, each share of common stock shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of the shareholders of the Corporation and shall be entitled to vote upon such matters in such manner as may be provided by law and the bylaws of the Corporation.

B. Dividends and Distributions. Subject to the express terms of the preferred stock outstanding from time to time, the holders of common stock shall be entitled to receive such dividends and distributions as may from time to time be declared by the Board, including, upon liquidation, dissolution or winding up of the affairs of the Corporation, the net assets of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation.

PREFERRED STOCK

A. General Provisions. Preferred stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board as hereinafter prescribed.

B. Authority to Issue. Subject to the terms contained in any designation of preferred stock, the Board is hereby expressly granted and vested with the authority to authorize the issuance of preferred stock from time to time in one or more classes or series, and for such consideration as the Board may determine and to take necessary proceedings fully to effect the issuance and redemption of any such preferred stock, and, with respect to each class or series of the preferred stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board, and the stated value thereof if different from the par value thereof;

(ii) shares of preferred stock may be issued for such consideration and for such corporate purposes as the Board may from time to time determine.

(iii) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(iv) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative and if interest thereon shall be payable, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation such dividends shall bear to the dividends payable on any shares of stock of any class or other series of the same class;

(v) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, prices and other conditions of such redemption;

(vi) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(vii) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(viii) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(ix) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon purchase, redemption or other acquisition by the Corporation of, the common stock or shares or stock of any class or any other series of the same class;

(x) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(xi) the ranking (be it *pari passu*, junior or senior) of each class or series vis-a-vis any other class or series of any class of preferred stock as to the payment of dividends, the distribution of assets and all other matters; and

(xii) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles of

Incorporation, to the fullest extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or 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. The Board may increase the number of shares of preferred stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the preferred stock not designated for any other class or series. The Board may decrease the number of shares of the preferred stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the preferred stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the preferred stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Corporation is 3901 S. Ocean Dr., Suite 12F, Hollywood, FL 33019, and the name and address of the current registered agent of the Corporation are Anatoly Zinoviev, 3901 S. Ocean Dr., Suite 12F, Hollywood, FL 33019.

ARTICLE VI - DIRECTORS

The Board shall initially be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be fewer than one (1). The name and address of the directors of the Corporation are:

| <u>Name of Director</u> | <u>Address</u> |
|-------------------------|---|
| Genna Demercan | 3901 S. Ocean Dr., Suite 12F, Hollywood, FL 33019 |

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE VIII - BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the By-laws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

A. A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

B. If the Florida Business Corporation Act hereafter is amended or interpreted to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as so amended or interpreted.

C. The Corporation shall indemnify any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

D. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

3. The amendment and restatement of the Articles of Incorporation of the Corporation contains amendments requiring shareholder approval and, accordingly, such amendments, and such amendment and restatement of the Articles of Incorporation, have been duly and unanimously authorized and directed by the Joint Unanimous Written

Consent of the Board and shareholders of the Corporation dated as November 2, 2015. The number of votes cast for such amendments, and amendment and restatement of, the Articles of Incorporation, was sufficient for approval. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed this Amended and Restated Articles of Incorporation of the Corporation on the date first above-written.

ARTEC ACADEMY, CORP.,
a Florida corporation

By: 

Name: Anatoly Zinoviev

Title: President

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, Anatoly Zinoviev, who has been designated in the foregoing Amended and Restated Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of September 2, 2015.



Anatoly Zinoviev