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CHAMELEON COLLECTIVE INC.**

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
Chameleon Collective Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the Corporation is Chameleon Collective Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is 3301 NE 1st Avenue, Suite M-510, Miami, Florida 33137 or such subsequent address as the Board of Directors of the Corporation may determine.

ARTICLE III - CORPORATE PURPOSE

The purpose of the Corporation is to:

engage in the development, licensing, distribution, and support of software for news aggregation or news reading;

have and to exercise, as additional all of the powers granted by the laws of the State of Florida to the Corporation and to carry on any manufacturing, mercantile, selling, management, service or other business, operation or activity which may be lawfully carried on by a corporation organized under the Florida Business Corporation Act, whether or not related to those purposes referred to in the foregoing paragraph.

ARTICLE IV - CAPITALIZATION

The capital stock of the Corporation is 5,000,000 shares of common stock, no par value.

ARTICLE V - DIRECTORS

The initial directors and officers of the Corporation:

Freddie Laker
President, CEO, Treasurer, Secretary, Clerk, Director
3301 Northeast 1st Avenue
Suite M-510

Miami, Florida 33137

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

Albert B. Maggio, Jr., P.A.
Carey Rodriguez Greenberg O'Keefe, LLP
7900 Glades Road
Suite 520
Boca Raton, Florida 33434

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Albert B. Maggio, Jr., P.A.
Carey Rodriguez Greenberg O'Keefe, LLP
7900 Glades Road, Suite 520
Suite 520
Boca Raton, Florida 33434

ARTICLE VIII

Other lawful provisions, if any, pursuant to Florida Business Corporation Act ("FBCA") section 607.0202(2), for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

(a) The Corporation may carry on any business, operation or activity referred to in Article III to the same extent as might an individual, whether as principal, agent, contractor, or otherwise, and either alone or in conjunction or joint venture or other arrangement with any corporation, association, trust, firm, or individual.

(b) The Corporation shall make its records available for inspection by stockholders as provided by FBCA section 607.1602 and 607.1603 and by Directors as provided by FBCA section 607.1605 and in each case as may be subject to the provisions of Article Sixth of the By-laws to the extent not inconsistent with said statutory provisions.

(c) The Directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus,

what amounts, if any shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share of its capital stock with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital stock without par value issued by it, in which case the balance of such consideration shall be surplus. All surpluses shall be available for any corporate purpose, including the payment of dividends.

(d) The Corporation elects to have preemptive rights, including with respect to shares issued within six months from the effective date of incorporation. The purchase or other acquisition or retention by the Corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Stockholders of common stock (an "Investor") shall have the right to purchase up to such Investor's Pro Rata Share (hereinafter defined) of equity securities of the Company, which the Company may, from time to time, propose to sell or issue. If such Investor exercises such right, such Investor shall purchase the securities on the same terms and at the same price at which the Company proposes to sell or issue the securities. The "Pro Rata Share" shall be that proportion that represents the percentage ownership of securities of the Company now owned or hereafter acquired then held by such Investor as of a date immediately prior to the issuance or sale.

(e) The Directors shall have the power to fix from time to time their compensation.

(f) Director conflicts of interest transactions shall be reviewed in accordance with the provisions of FBCA section 607.0832. To the extent permitted by law, the authorizing or ratifying vote of the holders of shares representing a majority of the votes of the capital stock of the Corporation outstanding and entitled to vote for the election of the Directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction, or act) shall validate any contract, transaction, or act of the Corporation, or of the Board of Directors or any committee thereof, with regard to all stockholders of the Corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under the Corporation; provided, however, that

1. with respect to the authorization or ratification of contracts, transactions, or acts in which any of the Directors, officers, or stockholders of the Corporation have an interest, the nature of such contracts, transactions, or acts and the interest of any Director, officer, or stockholder therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;

2. the stockholders so voting shall have made any findings required by law;
3. stockholders so interested may vote at any such meeting except to the extent otherwise provided by law; and
4. any failure of stockholders to authorize or ratify such contract, transaction, or act shall not be deemed in any way to invalidate the same or to deprive the Corporation, its Directors, officers, or employees of its or their right to proceed with or enforce such contract, transaction, or act.

If the Corporation has more than one class or series of capital stock outstanding, the provisions of the Articles of Incorporation applicable to such classes or series shall govern the vote required by this paragraph.

No contract, transaction, or act shall be avoided by reason of any provision of this paragraph (f), which would be valid, but for such provision or provisions.

Notwithstanding the provisions of this paragraph (f), so long as the Corporation has less than three (3) Directors, any action which requires the vote of a majority of disinterested Directors the Directors as provided by this paragraph can be satisfied by the unanimous vote of the sole or both Directors, as the case may be.

(g) A Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent that (x) liability for breach of fiduciary duty arises under any express provision of a shareholder agreement, or other agreement between the Director and the Corporation or (y) exculpation from liability is not permitted under the FBCA as in effect at the time such liability is determined. No amendment or repeal of this paragraph (g) shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

(h) The Corporation shall have all powers granted to corporations by the laws of the State of Florida, provided that no such power shall include any activity inconsistent with the FBCA or the general laws of said State.

ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or

proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit, or proceeding if he acted in accordance with the conduct prescribed in FBCA sections 607.0830 and 607.0850. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in accordance with the conduct prescribed in FBCA sections 607.0830 and 607.0850.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in accordance with the conduct prescribed in FBCA sections 607.0830 and 607.0850 provided, however, if applicable law so provides, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Sections (a) or (b) of this Article IX, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

(d) Any indemnification under Sections (a) and (b) of this Article IX (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set

forth in Sections (a) and (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article IX.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, By-laws, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than stated herein, said other provision shall control.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article IX.

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



Signature/Registered Agent

1 February 2013

Date

I hereby certify that these Amended and Restated Articles of Incorporation for Chameleon Collective Inc. ("Amended and Restated Articles") were adopted by the shareholders of said corporation. The number of votes for the adoption of the Amended and Restated Articles were sufficient for approval.



Freddie Laker, President & CEO

Dated: Feb 1st, 2013