

P12000084656

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

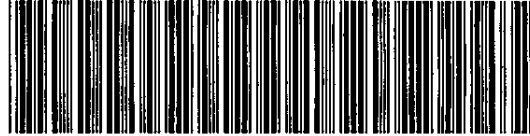
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500278411675

10/26/15--01011--003 \*\*35.00

FILED  
STATE OF ARIZONA  
DIVISION OF CORPORATIONS  
15 OCT 26 AM 10:44

OCT 27 2015

C LEWIS

FRIAS LEGAL PA  
173 River Marsh Drive  
Ponte Vedra Beach, FL 32082

October 23, 2015

By first class mail

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Amended and Restated Articles of Incorporation for The Armored Frog, Inc.,  
Document Number P12000084656 (the "Company")**

Greetings,

Enclosed and submitted for filing are the Amended and Restated Articles of Incorporation for the Company.

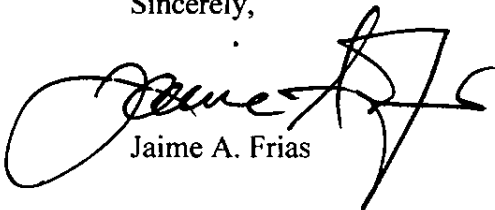
Please return all correspondence concerning this matter to:

Jaime A. Frias, Esq.  
Frias Legal PA  
173 River Marsh Drive  
Ponte Vedra Beach, FL 32082  
Email: [jim@friaslegal.com](mailto:jim@friaslegal.com)  
Phone: 904-343-7062

Enclosed is a check in the amount of \$35 made payable to the Florida Department of State.

Thank you for your time and attention to this matter.

Sincerely,



Jaime A. Frias

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE ARMORED FROG, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 OCT 26 AM 10:44

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the sole director of The Armored Frog, Inc. (hereinafter the "Corporation"), a Florida Corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 5, 2012, Document No. P12000084656.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation in their entirety, were adopted by the sole director and sole shareholder of the Corporation on October 22, 2015.

To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME**

The name of the Corporation is The Armored Frog, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which Corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

6404 Rambler Drive  
Unit B  
Pensacola, Florida 32505

**ARTICLE V  
CAPITAL STOCK**

***5.1. Number and Classes of Shares (Voting Right Distinction Only)***

The total number of shares of all classes of stock which the Corporation shall have authority to issue is eleven million (11,000,000), divided into ten million (10,000,000) shares of Class A common stock at \$0.001 par value each (which shares shall have voting power), and one million (1,000,000) shares of Class B common stock at \$0.001 par value each (which shares shall not have voting power). Other than voting rights, there shall be no difference in the rights conferred by the Class A and the Class B common stock of the Corporation.

***5.2. Reserved Shares***

Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance: (i) upon conversion of any shares of preferred stock (if any are authorized in the future) or any obligation of this Corporation convertible into shares of common stock; (ii) upon exercise of any options or warrants to purchase shares of common stock; and (iii) upon grant of shares of common stock pursuant to any stock plan adopted by the Corporation.

***5.3. Amendment of Capital Provisions***

This Article V can be amended only by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote.

***5.4. Voting Rights***

Except as otherwise expressly provided by the law of the State of Florida or these articles of incorporation, holders of the Class A common stock shall possess exclusive voting power for the election of directors and for all other purposes, including the right to vote on questions of merger, consolidation and the sale of substantially all the assets of the Corporation. Every holder of record of Class A common stock entitled to vote shall be entitled to one vote for each share held.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 6404 Rambler Drive, Unit B, Pensacola, Florida 32505. The name of the Corporation's registered agent at that office is: Joseph J. Sinkovich.

## **ARTICLE VII DIRECTORS**

### **7.1. Initial Directors**

The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as director until the next annual meeting of the shareholder(s) or until his successor is elected and qualified are:

<b>Name</b>	<b>Address</b>
Joseph J. Sinkovich	1600 East Gonzalez Pensacola, FL 32501

### **7.2. Changes in Authorized Number of Directors**

The authorized number of directors of the Corporation shall be five (5) until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the Corporation.

### **7.3. Removal of Directors and Officers**

Any officer elected or appointed by the Board of Directors, or by its Executive Committee, or by the shareholders, or any member of the Executive Committee, or of any other standing committee, or any director of this Corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this Corporation.

### **7.4. Specific Powers of Directors**

(a) In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these articles of incorporation, as amended, or of the bylaws, to exercise all of the powers, rights and privileges of the Corporation (whether expressed or implied in these articles or conferred by statute) and to do all acts and things which may be done by the Corporation, including, without limiting the generality of the above, the right:

(i) Pursuant to a provision of the bylaws, by resolution adopted by a majority of the actual number of directors elected and qualified, to designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaw, shall have and exercise all the authority of the Board of Directors except as otherwise provided by law;

(ii) To make, alter, amend or repeal bylaws for the Corporation;

(iii) To authorize the issuance from time to time of all or any shares of the Corporation, now or in the future authorized, part paid receipts or allotment certificates in respect of any such shares, and any securities convertible into or exchangeable for any such shares (regardless of whether those shares, receipts, certificates or securities be unissued or issued and subsequently acquired by the Corporation), in each case to such Corporations, associations, partnerships, firms, individuals or others (without offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized), and for such consideration (regardless of whether more or less than the par value of the shares), and on such terms as the Board of Directors from time to time in its discretion lawfully may determine;

(iv) From time to time to create and issue rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or in the future authorized or any bonds or other obligations or securities of the Corporation (without offering the same or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized);

(v) In furtherance and not in limitation of the provisions of the above subdivisions (iii) and (iv), from time to time to establish and amend plans for the distribution among or sale to any one or more of the officers or employees of the Corporation, or any subsidiary of the Corporation, of any shares of stock or other securities of the Corporation of any class, or for the grant to any of such officers or employees of rights or options to subscribe for, purchase or otherwise acquire any such shares or other securities, without in any case offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized; such distribution, sale or grant may be in addition to or partly in lieu of the compensation of any such officer or employee and may be made in consideration for or in recognition of services rendered by the officer or employee, or to provide the individual with an incentive to serve or to agree to serve the Corporation or any subsidiary of the Corporation, or otherwise as the Board of Directors may determine; and

(vi) To sell, lease, exchange, mortgage, pledge, or otherwise dispose of or encumber all or any part of the assets of the Corporation unless and except to the extent otherwise expressly required by statute.

(b) The Board of Directors, in its discretion, may from time to time:

(i) Declare and pay dividends upon the authorized shares of stock of the Corporation out of any assets of the Corporation available for dividends, but dividends may be declared and paid upon shares issued as partly paid only upon the basis of the percentage of the consideration actually paid on those shares at the time of the declaration and payment;

(ii) Use and apply any of its assets available for dividends, subject to the provisions of clause 7.5(c) of these articles, in purchasing or acquiring any of the shares of stock of the Corporation; and

(iii) Set apart out of its assets available for dividends such sum or sums as the Board of Directors may deem proper, as a reserve or reserves to meet contingencies, or for equalizing dividends, or for maintaining or increasing the property or business of the Corporation, or for

any other purpose it may deem conducive to the best interests of the Corporation. The Board of Directors in its discretion at any time may increase, diminish or abolish any such reserve in the manner in which it was created.

#### **7.5. Power to Issue Shares**

The Board of Directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the Board of Directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this Corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this Corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;
- (g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and
- (h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the Board of Directors pursuant to this Article.

## **ARTICLE VIII INDEMNIFICATION**

(a) The Corporation shall, to the full extent permitted under applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed 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/she] 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, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by [him/her] in connection with such action, suit or proceeding if [he/she] acted in good faith and in a manner [he/she] reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe [his/her] conduct was unlawful. The termination of any 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 good faith and in a manner which [he/she] reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that [his/her] conduct was unlawful.

(b) The Corporation shall, to the full extent permitted under applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed 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/she] 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, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by [him/her] in connection with the defense or settlement of such action or suit if [he/she] acted in good faith and in a manner [he/she] reasonably believed to be in or not opposed to the best interests of the Corporation and except that 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/her] duty to the Corporation unless and only to the extent that the court in which such 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 such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, [he/she] shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by [him/her] in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a 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/she] has met the applicable standard of conduct set forth in paragraphs (a) and (b)



of this article. Such determination shall be made (a) 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 (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(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/she] is entitled to be indemnified by the Corporation as provided in this article.

(f) The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in [his/her] official capacity and as to action in another capacity while holding such office, shall be interpreted so as to allow indemnification to the full extent permitted by applicable law, 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.

(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, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against [him/her] and incurred by [him/her] in any such capacity, or arising out of [his/her] status as such, whether or not the Corporation would have the power to indemnify [him/her] against such liability under the provisions of this Article VIII.

(h) For the purposes of this article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as [he/she] would if [he/she] had served the resulting or surviving corporation in the same capacity.

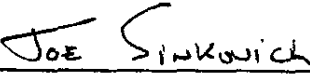
#### **ARTICLE IX AMENDMENTS**

The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these articles upon shareholders are granted subject to that reservation.

**THIRD:** The foregoing amendments were adopted by the sole director and sole shareholder of the capital stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida

Business Corporation Act on October 22, 2015. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 22<sup>nd</sup> day of October, 2015.

  
\_\_\_\_\_  
Joseph J. Sinkovich,  
Director and Shareholder

15 OCT 26 AM 10:14  
DIVISION 14  
SECRETARY