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SUPERIOR COURT OF STATE  
DIVISION OF CORPORATIONS

CD  
12-19-14



December 15, 2014

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation  
of *Eye on Ball, Inc.*

Dear Sir or Madam:

Enclosed please find: (A) the original signed Amended and Restated Articles of Incorporation for *Eye on Ball, Inc.*; and (B) a check in the amount of \$35.00 to cover the filing fee. Please file the Amended and Restated Articles of Incorporation and send notification of same to Edward R. Alexander, Esq., Entrepreneurship Law Firm, P.L., 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at 407-649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward R. Alexander, Jr." The signature is fluid and cursive, with "Edward R." on top and "Alexander, Jr." on the line below.

Edward R. Alexander, Jr.

Enclosures

ERA/fhb

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EYE ON BALL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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EYE ON BALL, INC., a Florida corporation (the "Company"), by and through its President and CEO, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. Pursuant to §§607.1003, 607.1006 and 607.1007, Florida Statutes, on December 12, 2014, the Company adopted these Amended and Restated Articles of Incorporation of the Company, amending and restating the Company's Articles of Incorporation of July 31, 2013.

ARTICLE I. Name

The name of this Company shall be:

**EYE ON BALL, INC.**

ARTICLE II. Business and Activities

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Company is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III. Capital Stock

Section 1. Common Stock. The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is four million (4,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "Common Stock"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 2. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock (the "Preferred Stock"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is one million six hundred thousand (1,600,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 3. Voting. The holders of the Common Stock of the Company shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 4. Dividends. The holders of the Common Stock of the Company shall be entitled to receive pro rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 5. Liquidation. Upon the occurrence of a Liquidating Event (as defined below) the holders of the Common Stock of the Company shall be entitled to receive pro rata, the net proceeds of the Liquidating Event, after payment of the debts and obligations of the Company and the establishment of reserves for the contingent obligations of the Company. "**Liquidating Event**" means: (A) the consolidation or merger of the Company into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Company for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Company in a different jurisdiction) in which the stockholders of the Company immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Company, or (C) the sale, lease, license, transfer or other disposition by the Company of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Company.

Section 6. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 7. Designation of Series Seed Preferred Stock. Of the one million six hundred thousand (1,600,000) shares of capital stock of this Company designated as Preferred Stock in accordance Section 2 of this ARTICLE III, a total of 666,666 shares shall be designated as "**Series Seed Preferred Stock**" with the rights, preferences, privileges and restrictions set forth below in this Section 7 (notwithstanding any contrary provisions of Sections 3, 4 or 5 of this ARTICLE III).

(A) Voting Rights. Each share of Series Seed Preferred Stock shall be:

- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Series Seed Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 3 of this ARTICLE III, except as otherwise expressly provided in this Section 7 or as otherwise required by

law, voting together with the all other shares of Series Seed Preferred Stock as a single class; and

(2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series Seed Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(B) Liquidation Preference. Upon the occurrence of a Liquidation Event (as defined below) the holders of the Series Seed Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.5000 per share of Series Seed Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions and stock dividends) plus an amount equal to all declared but unpaid dividends, if any (being the "**Series Seed Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series Seed Preferred Stock shall be insufficient to permit the payment to all such holders of the full Series Seed Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares on a pro rata basis. "**Liquidation Event**" means: (1) the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; (2) the consolidation or merger of the Company with or into any other corporation or corporations, or other corporate reorganization in which the Company is not the surviving entity (unless the shareholders of the Company hold more than 50% of the voting power of the surviving Company); or (3) a sale of all or substantially all of the assets of the Company (unless the shareholders of the Company hold more than 50% of the voting power of the purchasing entity).

(C) Conversion. The holders of Series Seed Preferred Stock shall have conversion rights as follows:

(1) Right to Convert. Each share of Series Seed Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization and stock dividends or distributions.

(2) Automatic Conversion. Each share of Series Seed Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization and stock dividends or distributions, immediately prior to the earlier of the closing of the sale of shares of the Company's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a

registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

(D) Designation of Preferred Stock with Rights, Privileges and Preferences Superior to the Series Seed Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized but unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are superior to those of the previously designated and issued Series Seed Preferred Stock of the Company without the approval of the holders of the issued and outstanding Series Seed Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.5000, subject to adjustment for splits, combinations, consolidations, recapitalization and stock dividends or distributions; and
- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Shares.

This Section 7(D) of this ARTICLE III shall not be deemed to limit or otherwise modify or amend the provisions of Section 2 of this ARTICLE III, except as expressly set forth herein.

#### ARTICLE IV. Directors

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Company, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Company in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Company, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE V. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

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ARTICLE VI. Bylaws

The power to adopt, alter, amend or repeal the bylaws of the Company (the "Bylaws") shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII. Shareholders' Agreements

The Shareholders of the voting stock of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct Shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Company by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Company Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE VIII. Affiliated Transactions

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The effective date of these Amended and Restated Articles of Incorporation shall be January 1, 2015.
3. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously adopted by the board of directors of the Company and unanimously approved by the shareholders of the Company. The shareholders are not divided into voting groups.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 12 day of December, 2014.

  
John Lindsey, President and CEO