

P13 000065928

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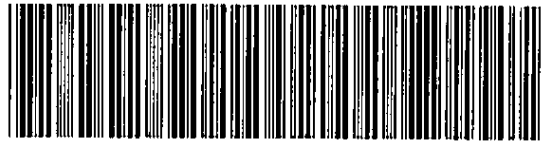
(Business Entity Name)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ORBIT INTERACTIVE INC.

**DOCUMENT NUMBER:** P13000065928

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

Please return all correspondence concerning this matter to the following:

Douglas L. O'Keefe, Esq.

Name of Contact Person

O'Keefe Law, P.A.

Firm/ Company

1111 Brickell Avenue, Suite 1300

Address

Miami, FL 33131

City/ State and Zip Code

acantos@orbitinteractive.com

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

For further information concerning this matter, please call:

Douglas O'Keefe

at (305) 213-9029

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**ORBIT INTERACTIVE INC.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ORBIT INTERACTIVE INC.**

Orbit Interactive Inc. a corporation organized and existing under the laws of the State of Florida,

**DOES HEREBY CERTIFY:**

**1.** That the name of this corporation is Orbit Interactive, Inc., and that the date of filing of the original Articles of Incorporation of this corporation with the Secretary of State of the State of Florida was August 7, 2013.

**2.** That the sole Director duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

**FIRST:** The name of this corporation is Orbit Interactive Inc. (the "**Corporation**").

**SECOND:** The address of the registered office of the Corporation in the State of Florida is 168 SE 1<sup>st</sup> Street, PH. Miami, FL 33131. The name of its registered agent at such address is Alex Cantos.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The total number of shares of all classes of stock that the Corporation shall have authority to issue is 10,000,000 shares of stock, consisting of 9,000,000 shares of founders stock, \$0.00001 par value per share (the "**Founders Stock**") and 1,000,000 shares of common stock, \$0.00001 par value per share ("**Common Stock**").

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

A. **FOUNDERS STOCK.** 9,000,000 shares of the Corporation's Stock are designated as Founders Stock with the following rights, preferences, powers, privileges and restrictions, qualifications, waivers and limitations:

1. General. The Founders Stock shall not be redeemable at the option of the holder thereof.

2. Election of Directors. The holders of record of a majority of the outstanding shares of Founders Stock shall be entitled to elect the directors of the Corporation, one of whom shall be designated as Chairman. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of capital stock entitled to elect such director or directors, given either at a special meeting of such stockholders duly called for that purpose or pursuant to a written consent of stockholders. If the holders of shares of Founders Stock fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, then any directorship not so filled shall remain vacant until such time as the holders of the Founders Stock elect a person to fill such directorship by vote or written consent in lieu of a meeting. A vacancy in any directorship shall be filled only by vote or written consent in lieu of a meeting of the holders of record of a majority of the outstanding shares of Founders Stock.

3. Voting. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Founders Stock shall be entitled to cast the number of votes equal to the number of whole Founders Stock held by such holder. There shall be no cumulative voting. The number of authorized shares of Founders Stock may be increased or (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote (voting as a single class on an as-if converted basis).

4. Dividends. In the event the Corporation declares any dividends, the holders of Founders Stock are entitled to receive all dividends based on the number of shares of Founders Stock held by such holder divided by the total number of outstanding shares of Founders Stock.

5. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or a liquidation event, the assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of all shares of capital stock of the Corporation, including the shares of Founders Stock, pro rata based on the number of shares held by each such holder.

B. **COMMON STOCK**

1. General. The Common Stock shall not be redeemable at the option of the holder thereof. The Common Stock shall not be entitled to accrue or receive any dividends, but shall be entitled to their pro rata share of distributions from liquidation.

2. Voting. Except as specified otherwise, the holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote (voting as a single class on an as-if converted basis).

3. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or a liquidation event, the assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of all shares of capital stock of the Corporation, including the shares of Common Stock, pro rata based on the number of shares held by each such holder.

**FIFTH:** Subject to any additional vote required by the Amended and Restated Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** The authorized size of the Board shall initially be one director, provided that the Board by unanimous vote, may elect to increase the size of the Board. In the event of a tie vote of the Board, the Chairman of the Board, shall cast the deciding vote. The Board shall act by majority vote at any meeting of the Board or by unanimous written consent.

**SEVENTH:** Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**EIGHTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporation Act or any other law of the State of Florida is amended after approval by the stockholders of this Article Eighth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article Eighth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**NINTH:** The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation may agree to indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding.

2. Prepayment of Expenses. The Corporation may pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Ninth or otherwise.

3. Non-Exclusivity of Rights. The rights conferred on any person by this Article Ninth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the articles of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

4. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

5. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article Tenth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Ninth.

6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

**TENTH:** Unless the Corporation consents in writing to the selection of an alternative forum, the state or federal courts located in Miami-Dade County Florida shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Florida Business Corporation Act or the Corporation's articles of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the state or federal courts located in Miami-Dade County Florida determines that there is an indispensable party not subject to the jurisdiction of such court (and the indispensable party does not consent to the personal jurisdiction of such court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the state or federal courts located in Miami-Dade County Florida, or for which the state or federal courts located in Miami-Dade County Florida do not have subject matter jurisdiction. If any provision or provisions of this Article Tenth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Tenth (including, without limitation, each portion of any sentence of this Article Tenth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

\* \* \*

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of stock this corporation in accordance with the Florida Business Corporation Act.

4. That this Amended and Restated Articles of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Articles of Incorporation, has been duly adopted in accordance with Florida Business Corporation Act.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 7th day of September 2021.

By: 

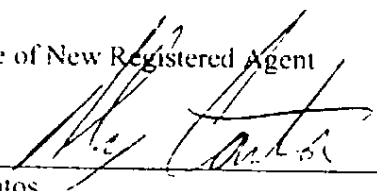
Name: Alex Cantos

Title: CEO

New Registered Agent Signature:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent

  
Alex Cantos