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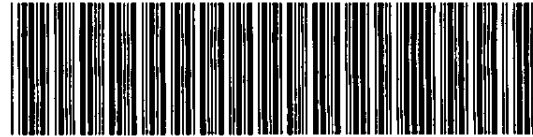
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Tallahassee FL 32301

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DIVISION OF CORPORATIONS
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Name of Corporation: **4th Prime Corporation**

Document Number: **P13000072686**

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation of 4th Prime Corporation, and a check for in the amount of forty-three dollars and seventy-five cents (\$43.75) for the Filing Fee and Certified Copy.

Please return all correspondence concerning this matter to:

Michael L. Brown
4th Prime Corporation
500 NE Spanish River Blvd, Ste 101
Boca Raton FL 33431
mbrown@4thprime.com

For further information concerning this matter, please call:

Michael L. Brown
(561) 279-6520

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

4th PRIME CORPORATION

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Whereas, the Articles of Incorporation of the Corporation (as defined in Article I below) were filed with the Florida Department of State on August 29, 2013;

Whereas, on February 8, 2017, the Board of Directors of the Corporation unanimously approved a resolution proposing to amend and restate the Articles of Incorporation, and recommending such amended and restated Articles of Incorporation to the shareholders, and on February 8, 2017 the shareholders of the Corporation unanimously approved the recommendation of the Board of Directors pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, as amended;

Now, Therefore, Be it Resolved, that the Articles of Incorporation of the Corporation be and they hereby are amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of this corporation is 4th Prime Corporation (the "Corporation").

ARTICLE II - PURPOSE

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (Chapter 607, Florida Statutes) as the same exists or may hereafter be amended (the "Act").

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and and mailing address of the Corporation's registered office in the State of Florida is 500 NE Spanish River Boulevard, Suite 101, Boca Raton, FL 33431.

ARTICLE IV - REGISTERED AGENT

The name and address of the Registered Agent is Joseph C. Wasch, Esq., Wasch Raines LLP, 2500 N. Military Trail, Boca Raton, FL 33431.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

The initial officers and directors of the Corporation are:

Benjamin R. Joella
President and CEO, and Director
500 NE Spanish River Boulevard, Suite 101
Boca Raton, FL 33431

Michael L. Brown
Chairman of the Board, Executive Vice President, CFO and
Secretary
500 NE Spanish River Boulevard, Suite 101
Boca Raton, FL 33431

ARTICLE VI - SHARES

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock". The total number of shares which the Corporation is authorized to issue is ten million (10,000,000), of which nine million (9,000,000) shares shall be Common Stock, par value \$0.001 per share ("Common Stock"), and one million (1,000,000) shares shall be Preferred Stock, par value \$0.001 per share ("Blank Check Preferred Stock").

The Blank Check Preferred Stock may be issued from time to time and in one or more series. The Board of Directors of the Corporation is authorized to determine or alter the powers, preferences and rights, and the qualifications, limitations and restrictions granted to or imposed upon any wholly unissued series of Blank Check Preferred Stock, and within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Blank Check Preferred Stock, to increase or decrease (but not below the number of shares of any such series of Preferred Stock then outstanding) the number of shares of any such series of Blank Check Preferred Stock, and to fix the number of shares of any series of Blank Check Preferred Stock. In the event that the number of shares of any series of Blank Check Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which such shares had prior to the adoption of the resolution originally fixing the number of shares of such series of Blank Check Preferred Stock subject to the requirements of applicable law.

Of the nine million (9,000,000) authorized shares of Common Stock, the Corporation is authorized to issue the following classes of stock:

- (a) Class A Common Stock (Voting) (the "Class A Common Stock"). The total number of shares of Class A Common Stock which the Corporation shall have authority to issue is four million (4,000,000) shares, par value \$0.001 per share. Each share of Class A Common Stock shall entitle the holder thereof to three (3) votes on each matter properly submitted to the shareholders of the Corporation for their vote.
- (b) Class B Common Stock (Voting) (the "Class B Common Stock"). The total number of shares of Class B Common Stock which the Corporation shall have authority to issue is four million (4,000,000) shares, par value \$0.001 per share. Each share of Class B Common Stock shall entitle the holder thereof to one (1) vote on each matter properly submitted to the shareholders of the Corporation for their vote.
- (c) Class C Common Stock (Non-Voting) (the "Class C Common Stock"). The total number of shares of Class C Common Stock which the Corporation shall have authority to issue is one million (1,000,000) shares, par value \$0.001 per share. The Class C Common Stock shall have the same relative rights and privileges as the Class A and Class B Common Stock; provided, however, that the Class C Common Stock shall be non-voting and the Class C Common Stock shall not have the right to vote on any matter submitted for a vote to the stockholders of the Corporation.
- (d) Matters Submitted to the Shareholders. Except with respect to the election of the Board of Directors of the Corporation (the "Board") or as may otherwise be required by law, the subject of which is addressed in Article XI of this Amended and Restated Articles of Incorporation, the holders of Class A Common Stock and of Class B Common Stock shall vote as a single class of securities. On all matters, each holder of Class A Common Stock shall be entitled to three (3) votes for each share of Class A Common Stock held by such holder on the record date fixed for such meeting, or on the effective date of such written consent and each holder of Class B Common Stock shall be entitled to

one (1) vote for each share of Class B Common Stock held by such holder on the record date fixed for such meeting, or on the effective date of such written consent.

- (e) With the exception of voting rights, as described above, the shares of Class A Common Stock, Class B Common Stock and Class C Common Stock shall be identical in all respects, and shall have equal rights and privileges. No class of common stock may be split, combined or subdivided unless at the same time there shall be a proportionate split, combination or subdivision of each other class. In the event a Shareholder transfers shares of Class A Common Stock and the transferee is not a permitted transferee, the transferee must accept the equivalent number of shares of Class B Common Stock in lieu of receiving shares of Class A Common Stock. Upon such conversion of the Class A Common Stock to Class B Common Stock, the equivalent number of authorized shares of the Corporation's Class A Common Stock shall automatically be reduced accordingly and the equivalent number of authorized shares of the Corporation's Class B Common Stock shall automatically be increased accordingly.

ARTICLE VII - MANAGEMENT

The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by statute or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

ARTICLE VIII - INDEMNIFICATION

To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. If the Act is amended 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 Act as so amended. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Corporation's Amended and Restated Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX - PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE X - ELECTION

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XI - DIRECTORS

- (a) The number of directors which constitute the Board shall be no less than two (2) and up to seven (7).

The number of directors can be increased or decreased by a vote of the shareholders at any annual or special meeting. In addition, in the event there are more than three directors on the Board, the shareholders may resolve at any annual or special meeting to establish staggered terms for the directors to hold office for three (3) years. The holders of the Class A Stock in all cases shall be entitled to elect a minimum of two (2) directors. The holders of the Class B Common Stock shall be entitled to elect up to one (1) director. In the event of the resignation, death or removal of a director for any reason, the Class of Stock electing such director shall be entitled to elect a successor. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. In the event the shareholders vote to establish staggered terms for the directors, the Board shall have the power to make any adjustments reasonably required to maintain a staggered Board.

- (b) Unless otherwise restricted by statute, by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, any director, or all of the directors, may be removed from the Board, with or without cause, but only by the affirmative vote of the holders of a simple majority of the Class of Stock electing the director(s).

ARTICLE XII - BYLAWS

The Board is expressly empowered to adopt, amend or repeal any of the Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board shall require the approval of a majority of the Board.

ARTICLE XIII – MEETINGS OF SHAREHOLDERS

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide.

ARTICLE XIV – RIGHT TO AMEND OR REPEAL

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation, or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by these Amended and Restated Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of the Corporation's issued and outstanding Classes of Stock, voting as a single class shall be required to amend or repeal this Article XIV, and Article VI, Article VIII, Article XI or Article XII of these Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation were duly approved by the shareholders of the Corporation on February 8, 2017 by the unanimous consent of all outstanding shares entitled to vote thereon. The number of votes cast by the shareholders was sufficient for approval.

I, the Undersigned, do make, file and record these Amended and Restated Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this February 8, 2017.

By: 

Printed Name: Michael L. Brown

Title: Chairman and Executive Vice President