

P13000083413

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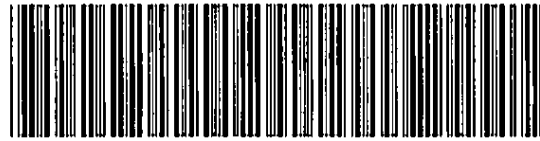
(Business Entity Name)

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R. VET  
JAN 05 2021

## COVER LETTER

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

SUBJECT: Perchance, Inc.

CORPORATE NAME

Document Number: P13000083413

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Dave Gottesmann

Name (Printed or typed)

916 NW 23rd Court

Address

Miami, FL 33125

City, State & Zip

202-321-7406

Daytime Telephone number

dave@perchanceapp.com

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

**NOTE: Please provide the original and one copy of the document.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**PERCHANCE, INC.**

**A FLORIDA CORPORATION**

The undersigned, David Gottesmann, hereby certifies that:

1. He is the Chief Executive Officer of Perchance, Inc., a Florida corporation.
2. This corporation was originally incorporated pursuant to electronic articles of incorporation filed with the Secretary of State of the State of Florida (the "*Secretary of State*") on October 10, 2013 (Document No. P13000083413), and the same was amended on or about February 7, 2019 (as amended, the "*Articles*").
3. This Amended and Restated Articles of Incorporation has been duly adopted by the corporation's Board of Directors and the holders of the voting stock of the corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act (the "*FBCA*") on November 13, 2020. The number of votes cast for the amendment to the corporation's Articles was sufficient for approval.
4. The corporation's Articles are hereby amended and restated to read in its entirety as follows:

**ARTICLE I.**

The name of this corporation is Perchance, Inc.

**ARTICLE II.**

The principal and mailing address of this corporation is:

916 NW 23<sup>rd</sup> Court  
Miami, Florida 33125

**ARTICLE III.**

The name and address of the registered agent of this corporation is:

David Gottesmann, Esq.  
916 NW 23<sup>rd</sup> Court  
Miami, Florida 33125

**ARTICLE IV.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the FBCA.

## ARTICLE V.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 4,000,000, each having a par value of \$0.0001. The Common Stock is further divided into two sub-classes: Voting Common Stock and Non-Voting Common Stock. The corporation is authorized to issue 1,000,000 shares of Voting Common Stock and 3,000,000 shares of Non-Voting Common Stock. Voting Common Stock and Non-Voting Common Stock shall be identical in all respects except that Non-Voting Common Stock shall not be entitled to vote on any matter with respect to the corporation, unless (and only to the extent that) the FBCA *expressly requires* that "non-voting" shares of stock be permitted to vote on a particular matter put to a vote of the shareholders.

## ARTICLE VI.

A. The number of directors which shall constitute the whole Board of Directors of the corporation shall be fixed in the manner provided in the Bylaws.

B. Directors shall be elected, hold office and may be removed in the manner provided in the Bylaws.

## ARTICLE VII.

A. To the fullest extent permitted by applicable law, the corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the corporation (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law.

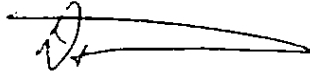
B. Any repeal or modification of this Article VII shall only be prospective and shall not affect the rights or protections or increase the liability of any officer or director under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## ARTICLE VIII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation as of the date set forth below and affirms that the statements made herein are true and correct.



**DAVID GOTTESMANN**  
Chief Executive Officer

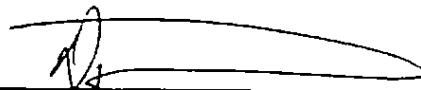
Date: 11/17/20

Certificate of Acceptance by Registered Agent

Pursuant to the provisions of Section 607.0501 of the FBCA, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Perchance, Inc., a Florida corporation (the "*Corporation*"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date set forth below.



**DAVID GOTTESMANN**  
Registered Agent

Date: 11/17/20