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CLERK OF SUPERIOR COURT
JULIA M. STONE, CLERK

JUL 25 2014

C. CARROTHERS



July 10, 2014

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

Re: Amended and Restated Articles of Incorporation for Qoupons, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the original signed amended and restated articles of incorporation for Qoupons, 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 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 'E. Alexander, Jr.', written over a horizontal line.

Edward R. Alexander, Jr.

Enclosures

FILED
14 JUL 11 PM 4:00
SEC. STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QOUPONS, INC.**

QOUPONS, INC., a Florida corporation (the "**Corporation**"), 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 June 30, 2014, the members of the Board of Directors and all of the shareholders of the Corporation unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Corporation, amending and restating the Corporation's Articles of Incorporation of April 17, 2014.

ARTICLE I. Name

The name of the Corporation is:

QOUPONS, INC.

ARTICLE II. Business and Activities

The Corporation 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, the Corporation 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. Capital Stock. The maximum number of shares of capital stock that this Company is authorized to issue and have outstanding at any one time is fourteen million one hundred thousand (14,100,000) shares. The Company's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. The Corporation is authorized to issue one class of common stock (the "**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is eleven million seven hundred thousand (11,700,000) 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 3. 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 two million four hundred thousand (2,400,000) shares. Of the authorized shares of Preferred Stock, a total of 1,538,666

shares 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 4. Series A Preferred Stock. Of the two million four hundred thousand (2,400,000) shares of Preferred Stock, a total of 861,334 shares shall be designated "**Series A Preferred Stock**" and shall have the rights, preferences, privileges and restrictions set forth below in this Section 4 and otherwise in this ARTICLE III.

- (A) Voting Rights. The holders of each share of Series A Preferred Stock shall be:
- (1) entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 5 of this ARTICLE III, except as otherwise expressly provided in this Section 4 or as may be required by the Florida Business Corporation Act; and
 - (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company as if the Series A Preferred Stock had been converted prior to the record date for such meeting.

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

- (B) Election of Board Member. The holders of the Series A Preferred Stock, voting as a class, shall be entitled to elect one (1) member of the Board of Directors of the Company. If, at any time there are any shares of Series A Preferred Stock issued and outstanding, specific persons are required to be elected to the Board of Directors pursuant to the Company's then current Articles of Incorporation, as amended, its Bylaws or any shareholders or voting agreement concerning the Company, and the number of such specific persons equals the entire number of members of the board of directors of the Company, then, notwithstanding any contrary provisions of the Bylaws or any shareholders agreement or voting agreement and without the necessity of a vote of the shareholders, the number of members of the Board of Directors shall be increased to that number that is one greater than the number of specific persons that are required to be elected to the Board of Directors and such additional director shall be elected pursuant to the provisions of this Section 4 of this ARTICLE III.
- (C) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series A 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 any other Preferred Stock (excluding shares of Preferred Stock issued in accordance with this Section 4(E)) by reason of their ownership thereof, an amount equal to \$1.1610 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an

amount equal to all declared and unpaid dividends, if any (being the "**Series A Preference Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to all such holders of the full Series A Preference 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.

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

- (1) Right to Convert. Each share of Series A 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 in accordance with Section 4(D)(3).
- (2) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock immediately prior to 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.
- (3) Adjustment. In the event that the number of authorized shares of Common Stock is changed by a stock dividend, stock split, reverse stock split, recapitalization, combination, reclassification or similar change in the capital structure of the Company without consideration, or if a substantial portion of the assets of the Company are distributed, without consideration in a spin-off or similar transaction, to the shareholders of the Company, the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible shall be proportionately adjusted; provided, however, that a fractional share shall not be issued upon any conversion and any fractions of a share that would have resulted shall be rounded up to the nearest whole number (with one-half being rounded up).

(E) Designation of Stock with Rights, Privileges and Preferences Superior to the Series A 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 and 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 A Preferred Stock of the Company without the approval of the holders of the issued and outstanding Series A Preferred Stock, if, and only if:

- (1) the gross per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$1.1610, subject to adjustment for splits and recapitalization events; and

- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Preferred Shares, subject to adjustment for splits and recapitalization events.

The provisions of this Section 4(E) shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this ARTICLE III, except solely as concerns Additional Preferred Stock having rights, preferences and privileges superior to those of the Series A Preferred Stock.

Section 5. Voting. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock set forth in Section 4, and as may hereafter be established, from time to time, in accordance with Section 3 of this ARTICLE III, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 6. Dividends. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock set forth in Section 4, and as may hereafter be established, from time to time, in accordance with Section 3 of this ARTICLE III, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

Section 7. Liquidation. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock set forth in Section 4, and as may hereafter be established, from time to time, in accordance with Section 3 of this ARTICLE III, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders.

"Liquidating Event" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation 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 Corporation in a different jurisdiction) in which the stockholders of the Corporation 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 related transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation 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 Corporation.

Section 8. 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.

ARTICLE IV. Principle Office

The mailing address and principle office of the Corporation is: 1511 E. State Road 434, Suite 2001, Winter Springs, FL 32708.

ARTICLE V. Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI. 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 the Corporation, but there shall always be at least one (1) 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 Corporation in any other capacity and receiving compensation therefore.

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 the Corporation, 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 the Corporation 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 VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of the Corporation.

ARTICLE VIII. Amendment to Articles

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

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal 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 X. Indemnification

Section 1. The Corporation shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding because he or she is or was an officer or director of the Corporation (a "**Corporation Related Proceeding**") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Corporation; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Corporation; and
- (C) in the case of any criminal Corporation Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Corporation shall advance the reasonable expenses incurred by any officer or director who is a party to a Corporation Related Proceeding if:

- (A) he or she furnishes the Corporation with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Corporation with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made, in good faith, by the Board of Directors, excluding any director(s) seeking indemnification pursuant to this ARTICLE X, that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Corporation shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Corporation Related Proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Corporation Related Proceeding.

Section 4. An officer or director who is or was a party to a Corporation Related Proceeding may apply for indemnification to the court conducting such Corporation Related Proceeding or to another court of competent jurisdiction.

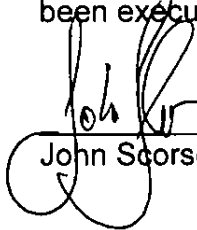
ARTICLE XI. Affiliated Transactions

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

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Corporation.

3. The members of the Board of Directors of the Corporation approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 30th day of June, 2014.



John Scorsone, President and CEO