

P14000037820

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C LEWIS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 5, 2016

LESER & WEINRAUB LAW OFFICES / ATTN: LIOR LESER ESQ  
4770 BISCAYNE BLVD SUITE 620  
MIAMI, FL 33137 US

SUBJECT: PREMPOINT INC.  
Ref. Number: P14000037820

We have received your document for PREMPOINT INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not title the document second amended and restated articles. You can title them amended and restated but not the second amended. You have never filed the first amended & restated. Please amend your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 316A00016548

# LESER & WEINRAUB

LAW OFFICES

**FLORIDA OFFICE**  
4770 BISCAYNE BLVD., #620  
MIAMI, FL 33137

TELEPHONE  
786.323.6776 / 888.700.2993  
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786.323.6886

**NEW YORK OFFICE**  
11 CLARK RD.  
CHAMPLAIN, NY 12919

TO: Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

NAME OF CORPORATION: Prempoint Inc.  
DOCUMENT NUMBER: P14000037820

The enclosed Second Amended and restated Articles of Incorporation of Prempoint Inc. and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lior Leser, Esq.  
Leser & Weinraub  
4770 Biscayne Blvd., Suite 620  
Miami, FL 33137  
[lior@lwesq.com](mailto:lior@lwesq.com)

For further information concerning this matter, please call:  
Lior Leser, Esq. at 786.323.6776

Enclosed is a check for \$35 made payable to the Florida Dept. of State.

Sincerely,

Lior Leser, Esq.



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PREMPOINT INC.**

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DIVISION OF CORPORATION

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Prempoint Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida ("Corporation"), hereby certifies as follows:

1. The name of the Corporation is "Prempoint Inc." The original Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on April 29, 2014. Articles of Amendment to Articles of Incorporation were filed on June 1, 2016.

2. This Second Amended and Restated Articles of Incorporation (the "**Restated Articles**") restates and integrates and further amends the provisions of the Articles of Incorporation and the Articles of Amendment of the Corporation. The ' Restated Articles was approved by the holders of the requisite number of shares of the Corporation.

3. The text of the Articles of Incorporation and the Articles of Amendment is hereby amended and restated in its entirety to read as follows:

**FIRST.** The name of this Corporation is Prempoint Inc. (hereinafter the "**Corporation**").

**SECOND.** Its Registered Office in the State of Florida is to be located at 7350 S. Tamiami Trail #120, Sarasota, FL 34231.

**THIRD.** The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Spiegel & Utrera, P.A. with offices located at 1840 SW 22<sup>nd</sup> St. 4<sup>th</sup> Floor, Miami, FL 33145.

**FOURTH.** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized.

**FIFTH.**

A. The aggregate number of shares the Corporation shall have authority to issue shall be 100,000,000 shares, which shall be comprised of: (i) 50,000,000 shares which shall be designated as "Class A Common Stock," having a par value of \$.00001 per share (the "**Class A Common Stock**"), and (ii) 50,000,000 non-voting shares which shall be designated as "Class B Non-Voting Common Stock," having a par value of \$.00001 per share (the "**Class B Non-Voting 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.

## **B. CLASS A COMMON STOCK**

1. Voting. The Class A Common Stock shall have the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each Share of Class A Common Stock shall have one vote per share on matters on which holders of Class A Common Stock are entitled to vote.

2. Dividends. The holders of Class A Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors. No dividend will be paid or authorized and set apart for payment on any Class A Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Class B Non-Voting Common Stock.

3. Distributions. The holders of Class A Common Stock and Class B Non-Voting Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Class A Common Stock and Class B Non-Voting Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

4. Issuance. Class A Common Stock may be issued from time to time on such terms and for such consideration as shall be determined by the Board of Directors.

## **C. CLASS B NON-VOTING COMMON STOCK**

1. Same Rights As Class A Common Stock. Except with respect to voting rights and as otherwise specifically provided in these Second Restated Articles, Class B Non-Voting Common Stock shall have the same preferences, limitations, and relative rights as, and shall be identical in all respects to, the Class A Common Stock.

2. No Voting Rights. Except as required by these Second Restated Articles, Class B Non-Voting Common Stock shall not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation.

3. Dividends. The holders of Class B Non-Voting Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors. No dividend will be paid or authorized and set apart for payment on any Class B Non-Voting Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Class A Common Stock.

4. Distributions. The holders of Class B Non-Voting Common Stock and Class A Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Class A Common Stock and Class B Non-Voting

Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

**SIXTH. BOARD OF DIRECTORS.** The number of directors of the Corporation shall be such number, not less than one (1) nor more than five (5), the exact number from time to time to be fixed by the Board of Directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum by the shareholders or the Board of Directors.

**SEVENTH. LIMITATION OF LIABILITY.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (c) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SEVENTH by the shareholders 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 omission occurring prior to, such repeal or modification.

**EIGHTH. INDEMNIFICATION.** Each person who is or becomes an executive officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is or is threatened to be made a named defendant or respondent because he is or was a director or executive officer of the Corporation. These Second Restated Articles obligate the Corporation to indemnify and advance expenses to its executive officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation and to the extent permitted by law, as amended from time to time, when the determination and authorization of such indemnification and advancement has been made in accordance with the law. The indemnification and advancement of expenses provided by these Second Restated Articles shall not be deemed exclusive of any other rights to which directors and executive officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.

IN WITNESS WHEREOF, the undersigned has executed and subscribed these Restated Articles and does affirm the foregoing as true this 19 day of July, 2016.

PREMPOINT INC.

By: \_\_\_\_\_

Name: **Matthew Hartley**  
Title: **President, CEO**

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