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- ☐ **CERTIFIED COPY** _____
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1. A7FL INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
A7FL INC.

Pursuant to Section 607.10025 of the Florida Business Corporation Act (the "Act"), A7FL Inc. ("A7FL") adopts this Amended and Restated Articles of Incorporation (the "Articles" set forth below:

(A) The date of filing of A7FL's original Articles of Incorporation with the Department of State of the State of Florida was May 28, 2019.

(B) These Amended and Restated Articles of Incorporation restate and supersede in their entirety the provisions of the Articles of Incorporation of A7FL.

(C) The amendments enacted by these Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of A7FL on November 25, 2019, in accordance with and in the manner prescribed by the provisions of Sections 607.1003 and 607.10025 of the Act.

(D) The text of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE FIRST. Corporate Name. the name of the corporation is A7FL INC (the "Corporation").

ARTICLE SECOND. Registered Office. The address of the registered office of the Corporation is 9631 Stones River Park Way, Boca Raton, Florida 33428. The name of the registered agent of the corporation at such address is Sener Korkusuz.

ARTICLE THIRD. Mailing Address. The mailing address of the Corporation is 9631 Stones River Park Way, Boca Raton, Florida 33428.

ARTICLE FOURTH. Corporate Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act, as amended from time to time.

ARTICLE FIFTH. Authorized Shares.

(A) Classes and Number of Shares. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is Ten Million (10,000,000) shares, consisting of Ten Million (10,000,000) shares of common stock, no par value (the "**Common Stock**"), having the rights set forth in this ARTICLE FIFTH. The authorized number of shares of any class of capital stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter and, except as may otherwise be provided in these Articles of Incorporation as they may be amended from time to time. Except as may be required by applicable law, no separate vote of such

class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

(B) Voting. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters in which shareholders generally are entitled to vote, except as may be otherwise provided in these Articles of Incorporation or by the Act.

(C) Dividends. Subject to the Act, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board, in its discretion, shall determine. In determining the dividend per share, the numerator shall be the amount of cash, other property or capital stock payable to holders of Common Stock and the denominator shall be the total outstanding shares of Common Stock.

(D) Certain Rights of Common Stock. Upon the dissolution, liquidation or winding up of the Corporation, the holders of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to shareholders ratably in proportion to the number of shares held by them in the same manner as payment of dividends under ARTICLE FIFTH Section (C).

(E) Adjustment to Number of Shares Outstanding.

1. Stock Split. Each one (1) shares of Common Stock (the "**Old Common Stock**") issued and outstanding as of the close of business on November __, 2019 (the "**Split Date**") automatically and without any action on the part of the holder thereof will be changed into sixty thousand (60,000) shares of Common Stock (such action, the "**Split**," and such shares of Common Stock outstanding after, and giving effect to the Split, the "**New Common Stock**").

2. Exchange of Certificates. Each holder of a certificate or certificates, that immediately prior to the Split Date represented outstanding shares of Old Common Stock (the "**Old Certificates**") will be entitled to receive, upon surrender of such Old Certificates to the Corporation for cancellation, a certificate or certificates (the "**New Certificates**") representing the number of whole shares (rounded up to the nearest whole share) of the New Common Stock to which such holder is entitled to receive in connection with the Split. No certificates or scrip representing fractional share interests in New Common Stock will be issued. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of full shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. In the event the Corporation determines that a holder of Old Certificates has not tendered all his, her or its certificates for exchange, the Corporation shall carry forward any fractional share until all certificates of that holder have been presented for exchange. The Old Certificates surrendered for exchange shall be properly endorsed and otherwise in proper form for transfer.

ARTICLE SIXTH:

(A) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(B) The number of directors shall be determined from time to time by resolution of the Board of Directors. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

(C) The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

(D) Except as otherwise permitted in this Article Sixth, only persons who are nominated in accordance with the procedures established in the By-Laws shall be eligible for election as directors.

(E) Vacancies and newly created directorships resulting from (i) an increase in the authorized number of directors, (ii) death, (iii) resignation, (iv) retirement, (v) disqualification or (vi) removal from office, may be filled by a majority vote of the remaining directors then in office, although less than a quorum, or by the sole remaining director, and each director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which he or she has been elected expires and until such director's successor shall have been duly elected and qualified.

ARTICLE SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation.

ARTICLE EIGHTH: The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the directors of the Corporation. The right to indemnification conferred by this ARTICLE EIGHTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this ARTICLE EIGHTH.

The Corporation may, to the extent authorized from time to time by the directors of the Corporation, provide rights to indemnification and to the advancement of expenses to other employees and agents of the Corporation similar to those conferred in this ARTICLE EIGHTH to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this ARTICLE EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this ARTICLE EIGHTH shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

ARTICLE NINTH: These Articles of Incorporation and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court for Palm Beach County (or the appropriate Florida federal court) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Florida Statutes or the Corporation's Amended and Restated Articles of Incorporation or Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

THE UNDERSIGNED, being the President of the Corporation does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 25th day of November, 2019.

A7FL INC.

By: 

Ryan DePaul
President

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Palm Beach County