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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GRASS ROOTS VENTURES, INC.**

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Amended &  
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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GRASS ROOTS VENTURES, INC.**

The undersigned natural person, being more than 18 years of age, hereby certifies that:

**ONE:** He is the duly elected and acting President of Grass Roots Ventures, Inc.

**TWO:** The Certificate of Incorporation filed with the Secretary of State of the State of Florida on July 14, 2014 was amended by those certain Amended and Restated Articles of Incorporation filed with the Secretary of the State of Florida on February 6, 2017 (the "Amended Articles"). The Amended Articles are hereby amended and restated to read as set forth below.

**THREE:** These Amended and Restated Articles of Incorporation of Grass Roots Ventures, Inc. were adopted by the board of directors of the Company on June 21, 2017 and do not contain any amendment requiring shareholder approval.

**ARTICLE I**

The name of this company is **GRASS ROOTS VENTURES, INC.** (the "Company").

**ARTICLE II**

The mailing address for the Company is 7685 SW 104 Street, Suite 200, Miami, FL 33156.

The principal place of business for the Company is 7685 SW 104 Street, Suite 200, Miami, FL 33156.

**ARTICLE III**

The purpose of the Company is to engage in any and all lawful act or activity for which a corporation may be organized under the 2016 Florida Business Corporation Act Chapter 607 (the "Act").

**ARTICLE IV**

A. The Company is authorized to issue three (3) classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares which the Company is authorized to issue is Twenty Million (20,000,000) shares, 14,535,400 shares of which shall be Common Stock (the "Common Stock") and 5,464,600 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share.

B. 5,000,000 of the authorized shares of Preferred Stock are hereby designated "Class A Stock" (the "Class A Stock").

C. 464,600 of the authorized shares of Preferred Stock are hereby designated "Class B Stock" (the "Class B Stock").

D. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of

the holders of a majority of the stock of the Company entitled to vote (voting together as a single class on an as-if-converted basis).

E. Except as otherwise provided herein, all shares of Class A Stock, Class B Stock and Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

F. Dividend Rights.

(a) Holders of Class A Stock, in preference to the holders of Class B Stock and Common Stock, shall be entitled to receive, when, as and if declared by the board of directors of the Company (the "Board"), but only out of funds that are legally available therefor, cash dividends up to \$1.00 per share (the "Class A Preference").

(b) After the holders of Class A Stock have received the full Class A Preference, the holders of Class B Stock, in preference to the holders of Class A Stock and Common Stock, shall be entitled to receive, when, as and if declared by the Board, but only out of funds that are legally available therefor, cash dividends up to \$1.00 per share (the "Class B Preference").

(c) After the holders of Class A Stock have received the full Class A Preference and after the holders of the Class B Stock have received the full Class B Preference, then all shareholders of the Company shall be entitled to receive, when, as and if declared by the Board, but only out of funds that are legally available therefore, cash dividends pro rata among all shareholders based on the aggregate number of shares of stock held by each shareholder.

G. **Rights and Priority of Distributions other than Dividends.** In the event of distributions, other than dividends, including, without limitation, a wind-up, liquidation and dissolution of the Company, the Board shall proceed with the orderly sale or liquidation of the assets of the Company and shall apply and distribute the proceeds of such sale or liquidation in the following order of priority, unless otherwise required by law: (a) first, to pay all expenses of liquidation; (b) second, to pay all creditors of the Company in the order of priority provided by law or otherwise; (c) third, to the establishment of any reserve that the Board may deem necessary (such reserve may be paid over to an escrow agent); (d) fourth, to the holders of Class A Stock and Class B Stock, pro rata amongst such holders based upon the funds contributed to the Company by each such holder, and up to the aggregate dollar amount of the Class A Preference plus the Class B Preference; and (e) fifth, to all holders of the Company, pro rata among all holders based on the aggregate number of shares of stock held by each shareholder.

H. Each shareholder of record entitled to vote shall have one vote for each share of stock standing in such shareholder's name on the books of the Company, except that in the election of directors, such shareholder shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

I. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by applicable law.

J. Any action required or permitted by the Act to be taken at a meeting of the shareholders of the Company may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent

to such action in writing.

K. Notice to the shareholders of the Company of an annual meeting need not include a description of the purpose or purposes for which the meeting is called unless the Bylaws of the Company so provide.

#### ARTICLE V

The officer and director of the corporation is: Jeffrey E. Feiler, President, 7685 SW 104 Street, Suite 200, Miami, FL 33156.

#### ARTICLE VI

The address of the registered office of this Company in the State of Florida is 7685 SW 104 Street, Suite 200, Miami, FL 33156, and the name of the registered agent of this Company in the State of Florida at such address is Ana Guzman.

I certify that I am familiar with and accept the responsibilities of registered agent. Electronic signature of registered agent: ANA GUZMAN

#### ARTICLE VII

The name and address of the incorporator is Jeffrey E. Feiler, 7685 SW 104 Street, Suite 200, Miami, FL 33156.

Electronic signature of Incorporator: JEFFREY E. FEILER

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

#### ARTICLE VIII

Except as otherwise agreed in writing by the Company, no shareholder of the Company shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

#### ARTICLE IX

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

#### **ARTICLE X**

The Company shall indemnify officers, directors, employees, or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

#### **ARTICLE XI**

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Company shall be vested in the Board. The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws of the Company, subject to any restrictions which may be set forth in these Articles of Incorporation.

B. The Board is expressly empowered to adopt, amend, or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend, or repeal the Bylaws of the Company.

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

\* \* \* \*

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**In Witness Whereof**, the undersigned has executed these Second Amended and Restated Articles of Incorporation on June 21, 2017.

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

  
Jeffrey E. Peller, President

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

  
Ana Guzman, Registered Agent