

PI40000087080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

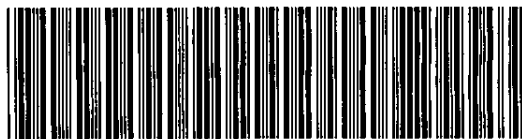
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600267255356

12/10/14--01016--006 \*\*35.00

FILED  
15 JAN 23 PM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-26-15

CRM  
12-16-14



19 January 2015

Andrew@MetropolisBusinessLaw.Com

Department of State  
Division of Corporations  
Corporate Filings  
Attention: Ms. Cheryl R. McNair  
P.O. Box 6327  
Tallahassee, Florida 32314

**SUBJECT: HYPERLATOR, INC.**  
**REF. NO.: P14000087080**

RECEIVED  
15 JAN 23 AM 11:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

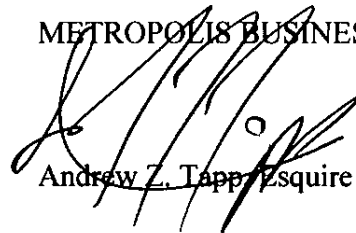
Ms. Cheryl R. McNair:

Pursuant to your letter of December 16, 2014, a copy of which is enclosed for your information, please find enclosed the Amended Articles of Incorporation for Hyperlator, Inc. which have been revised per your instructions.

Please feel free to contact me should you have any further questions or concerns.

Sincerely,

METROPOLIS BUSINESS LAW



Andrew Z. Tapp Esquire

AZT/ja

cc: Client

FILED  
15 JAN 23 PM 9:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Page 1

**AMENDED ARTICLES OF INCORPORATION**  
**HYPERLATOR, INC.**

*(Amended as of: December 1st, 2014)*

**ARTICLE I**

The name of this corporation (hereinafter called the "Corporation") is:

**HYPERLATOR, INC.**

**ARTICLE II**

The purpose or purposes of this Corporation are as follows:

Any and all lawful business under the laws of the State of Florida.

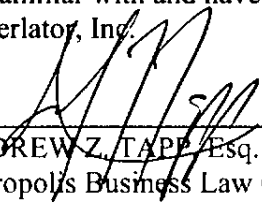
**ARTICLE III**

The location of the principal office is: 11073 Country Way Blvd., Tampa, Florida 33626

**ARTICLE IV**

The name of the Registered Agent is: Metropolis Business Law Group, PLLC, whose address is 100 S. Ashley Drive, Suite 1780, Tampa, Florida 33602.

I, Andrew Tapp, Esq., of Metropolis Business Law Group, PLLC, certify that I am familiar with and have accepted the responsibilities of Registered Agent for Hyperlator, Inc.

  
\_\_\_\_\_  
ANDREW Z. TAPP Esq. for  
Metropolis Business Law Group, PLLC

**ARTICLE V**

**Capital Stock**

**Section 1. Authorized Stock; No Pre-emptive Rights.**

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Five Million (5,000,000) consisting of Three-Million-Seven-Hundred-and-Fifty-Thousand (3,750,000) shares of class A common stock (the "Class A

**FILED**  
15 JAN 23 PM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Common Stock"), and One-Million-Two-Hundred-and-Fifty-Thousand (1,250,000) shares of class B common stock (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter referred to collectively as the "Common Stock".

The holders of shares of capital stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any shares of Common Stock or other equity securities issued or to be issued by the Corporation, unless specifically set forth in the Bylaws of the Corporation. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are set forth in the following Sections.

## **Section 2. Preferred Stock.**

There is no authorized Preferred Stock of Hyperlator, Inc.

## **Section 3. Common Stock.**

### **A. Voting Rights.**

Subject to applicable law and the rights of any outstanding series of stock to vote as a separate class or series, the shares of Class A Common Stock and Class B Common Stock shall vote together as a class and shall have the following voting rights:

(i) Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which shareholders have the right to vote; and

(ii) Each share of Class B Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which shareholders have the right to vote. However, Class B Stock shall only be permitted to vote as set forth in the Hyperlator, Inc. Class B Stock Voting Agreement, and any such amendments thereto as may be necessary from time to time. Execution of the voting agreement shall be condition precedent to the receipt of such stock by any person or entity;

### **B. Dividends and Distributions.**

Subject to the preferential and other dividend rights of any outstanding series of stock, holders of Class A Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor. In no event will shares of either class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

Class B Common Stock shall be entitled to any dividends or other distributions of the

---

Company to which Class A is entitled. No dividends or distributions may be made to holders of Class A Common Stock unless such dividends or distributions are also made to holders of Class B Common Stock.

In the event of a transaction (or as the result of a transaction) in which the shares of Class A Common Stock are converted into or exchanged for one or more other securities, cash or other property (a "Class A Conversion Event"), then from and after such Class A Conversion Event, a holder of Class B Common Stock shall be entitled to receive the amount of such securities, cash and other property that such holder would have received if the conversion of such Class B Common Stock had occurred immediately prior to the record date (or if there is no record date, the effective date) of the Class A Conversion Event. This paragraph shall be applicable in the same manner to all successive conversions or exchanges of securities issued pursuant to any Class A Conversion Event.

#### **C. Merger.**

In the event of a merger of the Corporation with or into another entity (whether or not the Corporation is the surviving entity), the holders of each share of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration as the per share consideration, if any, received by the holders of each share of the other class of Common Stock; provided that, if such consideration shall consist in any part of voting securities (or of options or warrants to purchase, or of securities convertible into or exchangeable for, voting securities), then the Corporation must provide in the applicable merger agreement for the holders of shares of Class B Common Stock to receive, on a per share basis, voting securities with the same number of votes per share as those voting securities to be received by the holders of shares of Class A Common Stock (or options or warrants to purchase, or securities convertible into or exchangeable for, voting securities with the same number of votes per share as those voting securities issuable upon exercise of the options or warrants to be received by the holders of the shares of Class A Common Stock, or into which the convertible or exchangeable securities to be received by the holders of the shares of Class A Common Stock may be converted or exchanged). Under such circumstances, the former owners of Class B stock who receive new voting stock as a result of the Merger, shall continue to be bound by the Hyperlator, Inc., Class B Voting Stock Agreement, as updated from time to time.

#### **D. Liquidation.**

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, holders of shares of any Class B Common Stock shall be entitled to receive such assets of the Corporation (in pro-rata proportion to their number of shares, not to exceed their total dollar investment in the Corporation) available for distribution after payments have been made to the corporation's creditors. After distribution in full of the preferential and/or other amounts to be distributed to the holders of shares of any outstanding series of Class B Common stock, the holders of shares of Class A Stock shall be entitled to receive all of the remaining assets of the

Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them. In any such distribution, shares of Class A Common Stock and Class B Common Stock shall be treated equally on a per share basis.

**E. Redemption of Class B Common Stock.**

The Class B Common Stock may be redeemed in whole or in part on any dividend payment date at the option of the Board of Directors upon not less than thirty (30) days' prior notice to the holders of record of the Class B Common Stock given in such manner and form and on such other terms and conditions as may be prescribed by resolution of the Board of Directors, by payment in cash for each share of the Class B Common Stock to be redeemed, the sum of one hundred three percent (103%) of the par value, plus an amount equal to any unpaid dividends accrued thereon up to the date of redemption. If less than all of the outstanding shares are to be redeemed, the shares to be redeemed may be either (i) shares selected pro-rata or by lot, or (ii) share or shares of any particular shareholder or shareholders designated by the Board of Directors. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in the payment of the redemption price), all dividends on the Class B Common Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Corporation, except the right to receive the redemption price, shall cease and determine.

**ARTICLE VI**  
**Purchase of Shares by Corporation**

The Corporation may purchase any shares of issued and outstanding capital stock of the Corporation or the right to purchase any such shares of capital stock from any holder thereof on terms and conditions established by the Board of Directors. This paragraph shall apply to all types of Classes of stock.

**ARTICLE VII**  
**Bylaws of the Corporation**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors. Without limiting the foregoing, the shareholders of the Corporation may adopt, amend or repeal the Bylaws of the Corporation only by the affirmative vote of holders of at least 71% of the combined voting power of the then outstanding shares of capital stock of all classes and series of the Corporation entitled to vote generally on matters requiring the approval of shareholders, voting together as a single class. The Bylaws shall govern all issues not addressed herein.

**ARTICLE VIII**  
**Amendments**

In addition to any requirements of law and any other provisions of these Amended Articles of Incorporation (and notwithstanding the fact that a lesser percentage

may be specified by law or these Amended Articles of Incorporation), the affirmative vote of the holders of 71% or more of the combined voting power of the then outstanding shares of capital stock of all classes and series of the Corporation entitled to vote generally on matters requiring the approval of shareholders, voting together as a single class (a "Supermajority Vote"), shall be required to (i) alter, amend or repeal, or adopt any provision of these Amended Articles of Incorporation which is inconsistent with, any provision of Section 3 of Article V and Articles VI, VII, VIII, or IX hereof and (ii) approve any merger of the Corporation which would, directly or indirectly, have the effect of making changes to these Amended Articles of Incorporation that would require a Supermajority Vote if effected directly as an amendment to these Amended Articles of Incorporation.

#### **ARTICLE IX** **Limitation of Liability**

To the full extent permitted by Florida laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article IX by the shareholders of the Corporation shall not adversely affect the right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE X** **Date of Incorporation; Effective Date of These Articles; Term**

The date of incorporation is October 20th, 2014.

These Amended Articles were voted on and approved by all of the shareholders of the Corporation. These Amended Articles are effective as of December 1st, 2014, on which these Amended Articles were adopted & authorized by the shareholders of the Corporation.

The term of the corporate existence is perpetual.

#### **ARTICLE XI** **Initial Officers**

**Title: President**

Scott Abbott  
8008 Fountain Avenue  
Tampa, Florida 33615

**Title: Vice President**

Daniel Baddeley  
401 N. Rome Ave, 3310  
Tampa, Florida 33606

**Title: Vice President**

Matthew Castriotta  
1606 Harvard Woods Drive, Apartment 2502  
Brandon, Florida 33511

**Initial Board of Directors**

**Title: Chairman of the Board**

Daniel Baddeley  
401 N. Rome Ave  
Tampa, Florida 33606

**Title: Director**

Scott Abbott  
8008 Fountain Ave  
Tampa, Florida 33511

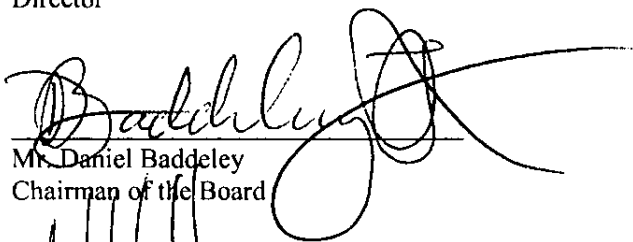
**Title: Director**

Matthew Castriotta  
1606 Harvard Woods Drive,  
Apartment 2502  
Brandon, Florida 33511

ADOPTED BY VOTE OF THE CORPORATION'S SHAREHOLDERS ON DECEMBER 1ST, 2014.



Mr. Scott Abbott  
Director



Mr. Daniel Baddeley  
Chairman of the Board



Mr. Matthew Castriotta  
Director





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 16, 2014

METROPOLIS BUSINESS LAW GROUP, PLLC  
100 S. ASHLEY DRIVE, SUITE 1780  
TAMPA, FL 33602

SUBJECT: HYPERLATOR, INC.  
Ref. Number: P14000087080

We have received your document for HYPERLATOR, 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):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair

Regulatory Specialist II

Letter Number: 414A00026499