

P15000007165

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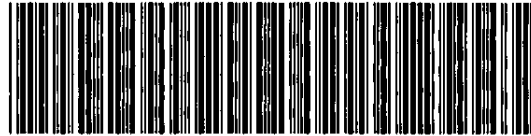
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2011 APR -7 PM 1:33
SECRETARY OF STATE
ALABAMA

4/10/17

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rooster Florida Inc.
DOCUMENT NUMBER: P15000007165

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James Dodrill, Esq
Name of Contact Person
James G. Dodrill, P.A.
Firm/ Company
5800 Hamilton Way
Address
Boca Raton FL 33496
City/ State and Zip Code
brian@roosterlocal.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Dodrill at (561) 862-0525
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROOSTER FLORIDA INC.
a Florida corporation**

FILED
2017 APR -7 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is Rooster Florida Inc. The Corporation's original Articles of Incorporation (Document No. P15000007165) were filed with the Florida Department of State on January 27, 2015.

2. On March 31, 2017, the Board of Directors of the Corporation unanimously approved a resolution proposing to amend and restate the Articles of Incorporation, and recommending such amended and restated Articles of Incorporation to the shareholders, and on March 29, 2017 the shareholders of the Corporation unanimously approved the recommendation of the Board of Directors pursuant to Section 607.1007 of the Florida Business Corporation Act, as amended and authorized these Amended and Restated Articles of Incorporation. The votes cast was sufficient for approval.

3. The Amended and Restated Articles of Incorporation of the Corporation shall read in their entirety as follows:

ARTICLE I

The name of the Corporation is Rooster Florida Inc. (hereinafter called the "**Corporation**").

ARTICLE II

The address of the principal place of business of the Corporation is 200 West Palmetto Park Road, Suite 301, Boca Raton, Florida 33432.

ARTICLE III

The registered office of this Corporation is 200 West Palmetto Park Road, Suite 301, Boca Raton, FL 33432. The initial registered agent at that address is Brian K. Niles.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V

The Corporation is authorized to issue four classes of stock which shall be designated, respectively, "Class A Common Stock," "Class B Common Stock," "Class C Common Stock" and "Preferred Stock." The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Forty Two Million (142,000,000) shares consisting of (a) One Hundred Million (100,000,000) shares of Class A Common Stock having a par value of \$.0001 per share, (b) Thirty Million (30,000,000) shares of Class B Common Stock having a par value of \$.0001 per share, (c) Eleven Million (11,000,000) shares of Class C Common Stock having a par value of \$.0001 per share and (d) One Million (1,000,000) shares of Preferred Stock, par value \$.0001 per share ("Preferred Stock").

Upon the effective time of these Amended and Restated Articles of Incorporation (the "*Effective Time*"), the shares of the Corporation's stock issued and outstanding immediately prior to the Effective Time and any shares of stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as fifteen (15) shares of Class B Common Stock. Each stock certificate that, immediately prior to the Effective Time, represented shares of stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Class B Common Stock after the Effective Time into which the shares of stock formerly represented by such certificate shall have been reclassified; provided, however, that each person of record holding a certificate that represented shares of stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Class B Common Stock after the Effective Time into which the shares of stock formerly represented by such certificate shall have been reclassified.

A. PROVISIONS RELATING TO THE COMMON STOCK

1. Voting Rights. At every meeting of the shareholders of the Corporation (or with respect to any action by written consent in lieu of a meeting of shareholders), each share of Class A Common Stock shall be entitled to one (1) vote (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders' consent), each share of Class B Common Stock shall be entitled to ten (10) votes (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders' consent) and each share of Class C Common Stock shall be non-voting and shall have no votes per share except as otherwise required by law. Except as otherwise required by law or by this Agreement, Class A Common Stock and Class B Common Stock shall vote together as a single class on all matters on which common shareholders are entitled to vote, including the election of directors. If ever required by law to have a vote, Class C Common Stock shall also have one vote per share and shall vote together with the Class A Common Stock and Class B Common Stock as a single class.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidation, Dissolution or Winding-Up. Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

4. Stock Splits and Other Transactions. None of the issued and outstanding Class A Shares, Class B Shares nor Class C Shares shall be split, combined or subdivided unless at the same time there shall be a proportionate split, combination or subdivision of the issued and outstanding shares of each other class and of any shares which at that time could be issued pursuant to then outstanding convertible securities, or which underlie options or warrants to acquire shares of any other class.

5. Automatic Conversion of Class B Common Stock. Each outstanding share of Class B Common Stock shall automatically be converted into a share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock through any means other than by will, intestacy or to a trust or family limited partnership established solely for the benefit of the original shareholder of such Class B Common Stock or such individual's spouse, children or siblings. Following any such automatic conversion, the Class B Common Stock so converted shall cease to be outstanding notwithstanding the fact that the holder or holders thereof may not have surrendered the certificate or certificates representing such Class B Common Stock for conversion, and such certificate or certificates shall thereafter represent solely the right to receive a certificate or certificates for shares of Class A Common Stock issuable on conversion of the shares of Class B Common Stock so converted, upon surrender of such certificate or certificates to the Company, of the certificate or certificates of Class B Common Stock so converted. Upon each conversion of Class B Common Stock and without the need for additional action, the number of authorized shares of Class B Common Stock shall be reduced by the amount of shares of Class B Common Stock converted and the number of authorized shares of Class A Common Stock shall be increased by an identical amount such that the aggregate number of authorized shares of Class A Common Stock and Class B Common Stock shall remain at 9 million (9,000,000).

B. PROVISIONS RELATING TO THE PREFERRED STOCK

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. GENERAL PROVISIONS

1. Cumulative Voting. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. Preemptive Rights. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, no shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE VI

A. **NUMBER OF DIRECTORS**. The number of directors constituting the Corporation's Board of Directors shall not be less than three (3) nor more than nine (9), and the exact number of directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation.

B. **VACANCIES**. A director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

ARTICLE VII

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation to the fullest extent permitted by Florida law.

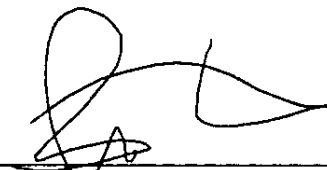
ARTICLE VIII

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by Florida law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws may provide for indemnification and advancement of expenses to officers,

directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of March 31, 2017.

ROOSTER FLORIDA INC.

By: _____

Name: Brian Niles

Title: CEO/President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

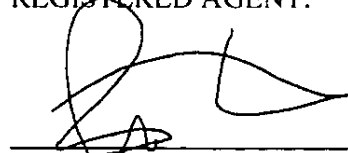
First - That, ROOSTER FLORIDA INC., (the "Corporation") organized under the laws of the State of Florida, has designated 200 West Palmetto Park Road, Suite 301, Boca Raton, FL 33432 as the place of business for the service of process within this state.

Second - That the above Corporation has named Brian K. Niles as its statutory registered agent.

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated this 29 day of March, 2017.

REGISTERED AGENT:

A handwritten signature in black ink, appearing to read 'Brian K. Niles', is written over a horizontal line.

Brian K. Niles