

11/5/2020

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Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BCP MEDIA, INC.**

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Corporate Filing Menu

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H20000385474 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BCP MEDIA, INC.

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), BCP MEDIA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.

ARTICLE 1
NAME

The name of the Corporation is **BCP MEDIA, INC.**

ARTICLE 2
PRINCIPAL OFFICE

The street address of the principal office and mailing address of the Corporation is 1810 Barker Dr., Winter Park, Florida 32789.

ARTICLE 3
REGISTERED OFFICE AND AGENT

The mailing address and street address of the registered office of the Corporation are 7901 4th Street North, Suite 300, St. Petersburg, Florida 33702. The name of the registered agent of the Corporation is F & L Corp., a Florida corporation.

ARTICLE 4
DURATION

The term of existence of the Corporation shall be perpetual.

ARTICLE 5
PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 6
CAPITAL STOCK

The Corporation shall have authority to issue TEN MILLION (10,000,000) shares of Common Stock having (\$.01) par value per share.

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ARTICLE 7
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors (the "**Board of Directors**"). The number and manner of election or appointment of directors to the Board of Directors and their terms of office shall be as provided in the Bylaws, as hereinafter defined.

ARTICLE 8
BYLAWS

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the bylaws of the Corporation (the "**Bylaws**").

ARTICLE 9
INDEMNIFICATION

A. **Indemnification**. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Sections 607.0851 and 607.0852 of the Act.

B. **Insurance**. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. **Limitation of Director Liability**. The personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

D. **Prospective Repeal or Amendment**. Any repeal or amendment of this Article 9 by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

ARTICLE 10
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended as provided in

H20000385474 3

the Bylaws.

The foregoing Amended and Restated Articles of Incorporation were adopted effective July 15, 2020, by unanimous written consent of the Corporation's sole director and sole shareholder.

Caitlin Pyle

Caitlin Pyle, Sole Director and Sole Shareholder

H20000385474 3


ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article 3 of the foregoing Amended and Restated Articles of Incorporation of **BCP MEDIA, INC.**, a Florida corporation, as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED this 23rd day of October, 2020.

REGISTERED AGENT:

F & L CORP., a Florida corporation

By: 
Michael A. Okaty, Authorized Agent