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**FLORIDA PROFIT/NON PROFIT CORPORATION
AUGMENTUM, INC.**

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ARTICLES OF INCORPORATION

OF

AUGMENTUM, INC.

THE UNDERSIGNED, acting as sole incorporator under Chapter 607 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation (the "Articles") for AUGMENTUM, INC., a Florida corporation (the "Corporation");

ARTICLE I

NAME

The name of the Corporation is "**AUGMENTUM, INC.**" The name of the Corporation may be changed from time to time by a duly adopted amendment to these Articles.

ARTICLE II

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity which the Board of the Corporation may from time to time determine in the exercise of its discretion, to the extent permitted under the Act.

ARTICLE III

SHARES

1. Authorized Shares. The number of shares of stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000), and the designation of each class, the number of authorized shares of each class, and the par value of each class are as follows:

<u>Designation:</u>	<u>Number of Shares:</u>	<u>Par Value:</u>
"Series A Preferred Stock"	50,000	\$0.001 per share
"Common Stock"	50,000	\$0.001 per share

The total number of authorized shares of Series A Preferred Stock and Common Stock, respectively, may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the shares of the Corporation entitled to vote.

2. Preferred Stock. The rights, preferences, powers, restrictions and limitations of the Series A Preferred Stock shall be as set forth herein.

2.1 Rank. With respect to payment of dividends and distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (collectively, "Liquidating Distributions"), all shares of the Series A Preferred Stock shall rank senior to all Common Stock and any other class of securities that is specifically designated as junior to the Series A Preferred Stock (collectively, "Junior Securities").

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2.2 Dividends.

(a) Participating Dividends. If the Corporation declares or pays a dividend or distribution on the Common Stock, whether such dividend or distribution is payable in cash, securities or other property, including the purchase or redemption by the Corporation of shares of Common Stock for cash, securities or property, but excluding any dividend or distribution payable on the Common Stock in shares of Common Stock, the Corporation shall simultaneously declare and pay a dividend on the Series A Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all shares had been converted pursuant to this Section 2.2(a) (a "Deemed Conversion") as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined). For purposes of a Deemed Conversion, all of the outstanding shares of Series A Preferred Stock (including any fraction of a share), along with the aggregate accrued and unpaid dividends thereon, if any, shall be deemed to have been converted into an aggregate number of shares of Common Stock (including any fraction of a share) as is determined by (i) multiplying the number of shares (including any fraction of a share) to be converted by the Liquidation Value thereof, (ii) adding to the result all accrued and unpaid dividends on such shares to be converted, and then (iii) dividing the result by the Conversion Price in effect immediately prior to such conversion. The conversion price per share (the "Conversion Price") shall be the Liquidation Value of such share. "Liquidation Value" means, with respect to one or more shares of Series A Preferred Stock, the aggregate purchase price paid for such share(s) (as adjusted for any stock splits, stock dividends, recapitalizations, or similar transactions with respect to the Series A Preferred Stock).

(b) Partial Dividend Payments. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then accrued with respect to the Series A Preferred Stock, such payment shall be distributed pro rata among the holders thereof based upon the aggregate accrued and unpaid dividends on the shares of Series A Preferred Stock held by each such holder.

2.3 Liquidation.

(a) General Liquidation Rights.

(i) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (collectively with a Deemed Liquidation, a "Liquidation"), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Junior Securities by reason of their ownership thereof, an amount in cash equal to the aggregate Liquidation Value of all shares of Series A Preferred Stock held by such holder, plus all unpaid accrued and accumulated dividends on all such shares (whether or not declared).

(ii) Deemed Liquidation. The occurrence of a Change of Control, as defined below, (such event, a "Deemed Liquidation") shall be deemed a Liquidation for purposes of this Section 2.3. Upon the consummation of any such Deemed Liquidation, the holders of the Series A Preferred Stock shall, in consideration for cancellation of their shares, be entitled to the same rights such holders are entitled to under this Section 2.3 upon the occurrence of a Liquidation, including the right to receive the full preferential payment from the Corporation of the amounts payable with respect to the Series A Preferred Stock under Section 2.3(a)(i) hereof. Notwithstanding the foregoing, nothing in this Section 2.3(a) shall limit in any respect the right of any holder of Series A Preferred Stock to elect the benefits of this Section 2.3 in connection with any Change of Control. A "Change of Control" means (a) any sale, lease or transfer or series of sales, leases or transfers of all or substantially all of the assets of the Corporation; (b) any sale, transfer or issuance (or series of sales, transfers or issuances) of capital stock by the Corporation or the holders of Common Stock (or other voting stock of the Corporation) that results in the inability of the

holders of Common Stock (or other voting stock of the Corporation) immediately prior to such sale, transfer or issuance to designate or elect a majority of the Board of the Corporation; or (c) any merger, consolidation, recapitalization or reorganization of the Corporation with or into another person or entity (whether or not the Corporation is the surviving corporation) that results in the inability of the holders of Common Stock (or other voting stock of the Corporation) immediately prior to such merger, consolidation, recapitalization or reorganization to designate or elect a majority of the board of directors (or its equivalent) of the resulting entity or its parent company.

(iii) Deemed Liquidation Procedures. In furtherance of the foregoing, the Corporation shall take such actions as are necessary to give effect to the provisions of Section 2.3(a)(i)-(ii), including, without limitation, (i) in the case of a Change of Control structured as a merger, consolidation or similar reorganization, causing the definitive agreement relating to such transaction to provide for a rate at which the shares of Series A Preferred Stock are converted into or exchanged for cash, new securities or other property, or (ii) in the case of a Change of Control structured as an asset sale, as promptly as practicable following such transaction, either dissolving the Corporation and distributing the assets of the Corporation in accordance with applicable law or redeeming all outstanding shares of Series A Preferred Stock and, in the case of both (i) and (ii), giving effect to the preferences and priorities set forth in Section 2.1 and Section 2.3. The Corporation shall promptly provide to the holders of shares of Series A Preferred Stock such information concerning the terms of such Change of Control, and the value of the assets of the Corporation as may reasonably be requested by the holders of Series A Preferred Stock. The amount deemed distributed to the holders of Series A Preferred Stock upon any such Change of Control in consideration for the shares held by such holders shall be the cash or fair market value of the securities or other property distributed to such holders in such Change of Control transaction.

(b) Participation with Junior Securities on Liquidation. In addition to and after payment in full of all preferential amounts required to be paid to the holders of Series A Preferred Stock upon a Liquidation under this Section 2.3 (including upon a Deemed Liquidation under Section 2.3(a)(ii)), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to participate with the holders of shares of Junior Securities then outstanding, pro rata as a single class based on the number of outstanding shares of Junior Securities on an as-converted basis held by each holder as of immediately prior to the Liquidation, in the distribution of all the remaining assets and funds of the Corporation available for distribution to its shareholders.

(c) Insufficient Assets. If upon any Liquidation (or Deemed Liquidation) the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the shares of Series A Preferred Stock the full preferential amount to which they are entitled under Section 2.3(a), (i) the holders of the shares of Series A Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series A Preferred Stock in the aggregate upon such Liquidation (or Deemed Liquidation) if all amounts payable on or with respect to such shares were paid in full, and (ii) the Corporation shall not make or agree to make any payments to the holders of Junior Securities.

2.4 Voting.

(a) Voting Generally. Subject to Section 2.4(b), each holder of outstanding shares of Series A Preferred Stock shall be entitled to vote with holders of outstanding shares of Common Stock, voting together as a single class, with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration (whether at a meeting of stockholders of the Corporation, by written action of stockholders in lieu of a meeting or otherwise), except as provided by law. In any such vote, each share of Series A Preferred Stock shall be entitled to a number of votes equal to one-fifth (1/5) of

the number of shares of Common Stock into which the share is convertible upon a Deemed Conversion pursuant to Section 2.2(a) herein as of the record date for such vote or written consent or, if there is no specified record date, as of the date of such vote or written consent. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to notice of all stockholder meetings (or requests for written consent) in accordance with the Corporation's Bylaws.

(b) Election of Directors. The holders of Series A Preferred Stock shall not be entitled to vote on or elect any directors.

2.5 Breach of Obligations.

(a) Series A Preferred Stock Breach. A breach by the Corporation of the rights, preferences, powers, restrictions and limitations of the Series A Preferred Stock set forth herein shall mean the occurrence of one or more of any of the events and conditions set forth in this Section 2.5 (each such event or condition, a "Series A Preferred Stock Breach"), whether such event or condition occurs voluntarily or involuntarily, by operation of law or pursuant to any judgment, order, decree, rule or regulation and regardless of the reason or cause of such event or condition; *provided*, that no Series A Preferred Stock Breach shall be deemed to have occurred under this Section 2.5 if the Corporation establishes that: (i) the particular Series A Preferred Stock Breach has not been caused by any knowing or purposeful conduct by the Corporation; (ii) the Corporation has exercised, and continues to exercise, its reasonable best efforts to promptly cure the Series A Preferred Stock Breach (if cure is possible); and (iii) the Series A Preferred Stock Breach is not material to the financial condition, operating results, operations, assets or business prospects of the Corporation, taken as a whole;

(i) Nonpayment of Dividends. The failure of the Corporation to pay any dividend when due pursuant to Section 2.2(a) or 2.2(b), whether or not such payment is legally permissible or is otherwise prohibited.

(ii) Nonpayment of Redemption or Liquidation Payments. The failure of the Corporation to make any liquidation payment when due pursuant to Section 2.3, in each case whether or not such payment is legally permissible or is otherwise prohibited.

(iii) Bankruptcy or Insolvency. The Corporation (i) becomes insolvent or admits its inability to pay its debts generally as they become due; (ii) becomes subject, voluntarily or involuntarily, to any proceeding under any domestic or foreign bankruptcy or insolvency law, which is not fully stayed within seven (7) days or is not dismissed or vacated within forty-five (45) days after filing; (iii) makes a general assignment for the benefit of creditors; or (iv) has a receiver, trustee, custodian or similar agent appointed by order of any court of competent jurisdiction to take charge of or sell any material portion of its property or business.

(iv) Judgments. A judgment in excess of \$25,000.00 is rendered against the Corporation and such judgment is not (i) either discharged or execution thereof stayed pending appeal, in each case within sixty (60) days after entry thereof, or (ii) discharged within sixty (60) days after the expiration of any stay pending appeal.

(b) Consequences of Breach. In addition to any other rights which a holder of shares of Series A Preferred Stock is entitled under any other contract or agreement and any other rights such holder may have pursuant to applicable law, the holders of shares of Series A Preferred Stock shall have the rights and remedies set forth in this Section 2.5(b) on the occurrence of a Series A Preferred Stock Breach.

(i) If a Series A Preferred Stock Breach has occurred (other than a Series A Preferred Stock Breach described in Section 2.5(a)(iii)), which shall be governed by Section 2.5(b)(ii), any holder of Series A Preferred Stock shall have the right to elect to have, out of funds legally available therefor, all or any portion of the then outstanding shares of Series A Preferred Stock immediately redeemed by the Corporation for a price per share equal to the Liquidation Value of such share (the "Series A Redemption Price"). Any such redemption shall occur not more than thirty (30) days following receipt by the Corporation of a notice, stating the aggregate number of shares of Series A Preferred Stock to be redeemed (a "Series A Election Notice"). Upon receipt of a Series A Election Notice, all holders of Series A Preferred Stock shall be deemed to have elected to have all, or in the case of an election to redeem less than all of the shares of Series A Preferred Stock, a pro rata portion of their shares redeemed pursuant to this Section 2.5(b)(i) and such election shall bind all holders of Series A Preferred Stock.

(ii) Automatic Redemption on Bankruptcy. If a Series A Preferred Stock Breach described in Section 2.5(a)(iii) has occurred, all of the then outstanding shares of Series A Preferred Stock shall be subject to redemption immediately without any action required by the holders of shares of Series A Preferred Stock, for a price per share equal to the Series A Redemption Price.

(c) Insufficient Funds. If on the pertinent redemption date described in this Section 2.5, the assets of the Corporation legally available are insufficient to pay the full Series A Redemption Price for the total number of shares of Series A Preferred Stock to be redeemed, the Corporation shall (i) take all appropriate action reasonably within its means to maximize the assets legally available for paying the Series A Redemption Price, (ii) redeem out of all such assets legally available therefor on the applicable redemption date (the "Series A Redemption Date") the maximum possible number of shares of Series A Preferred Stock that it can redeem on such date, pro rata among the holders of such shares to be redeemed in proportion to the aggregate number of shares of Series A Preferred Stock elected to be redeemed by each such holder on the Series A Redemption Date, and (iii) following the Series A Redemption Date, at any time and from time to time when additional assets of the Corporation become legally available to redeem the remaining shares of Series A Preferred Stock, the Corporation shall immediately use such assets to pay the remaining balance of the aggregate applicable Series A Redemption Price.

(d) Remedies For Nonpayment. If on any pertinent redemption date described in this Section 2.5, all of the shares of Series A Preferred Stock to be redeemed are not redeemed in full by the Corporation by paying the entire Series A Redemption Price, until such shares are fully redeemed and the aggregate Series A Redemption Price paid in full, (i) all of the unredeemed shares of Series A Preferred Stock shall remain outstanding and continue to have the rights, preferences and privileges expressed herein, (ii) interest on the portion of the aggregate Series A Redemption Price applicable to the unredeemed shares of Series A Preferred Stock shall accrue daily in arrears at the prime rate published in *The Wall Street Journal* annum, compounded quarterly

2.6 Reissuance of Series A Preferred Stock. Any shares of Series A Preferred Stock redeemed or otherwise acquired by the Corporation shall be cancelled and retired as authorized and issued shares of capital stock of the Corporation and no such shares shall thereafter be reissued, sold or transferred.

ARTICLE IV COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the date of acceptance of these Articles for filing by the Florida Division of Corporations.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall initially be as follows:

5036 Dr. Phillips Boulevard, Suite 700
Orlando, Florida 32819

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (the "Bylaws").

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Vasallo Sloane, P.L.
Attention: Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

ARTICLE VII
BOARD OF DIRECTORS; OFFICERS

1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "Board"). In addition to the powers and authority conferred upon it by statute or by these Articles or by the Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "Officers"). Such Officers shall have the power and authority delegated to them by the Board.

2. The number of directors constituting the initial Board of the Corporation is one (1). The number of directors may be increased or decreased from time to time by the affirmative vote of shareholders holding not less than a majority of the issued and outstanding shares of Common Stock pursuant to these Articles and the Bylaws, but in no event shall the number of directors be less than one (1). Directors shall be elected by the vote of the shareholders entitled to vote thereon. Unless otherwise provided in the Bylaws, election of directors need not be by written ballot.

3. The Officers shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, the Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws.

ARTICLE VIII
BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders of the Corporation shall have the sole power to make, adopt, amend, alter or repeal the Bylaws. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law; *provided, however*, that any amendment to these

Articles shall be authorized if and only if such amendment is approved by the shareholders of the Corporation in accordance with the Bylaws.

ARTICLE IX
INDEMNIFICATION


The Officers and directors of the Corporation shall be entitled to indemnification to the extent provided in the Bylaws, subject to the applicable requirements of the Act.

ARTICLE X
INCORPORATOR

The name and address of the sole incorporator of the Corporation are as follows:

Jeremy S. Sloane, Esq.
301 E. Pine Street, Suite 250
Orlando, Florida 32801

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this
6th day of ~~July~~, 2015.
AUGUST



Jeremy S. Sloane
Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned 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 the undersigned as registered agent of the Corporation.

DATED this 6th day of July, 2015.
AUGUST

VASALLO SLOANE, P.L.

By: 

Jeremy S. Sloane, Managing Member

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