

Florida Department of State  
Division of Corporations  
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((H200001500273))



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2020 MAY 20 AM 8:10

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNITEC INDUSTRIES INC.**

Certificate of Status	1
Certified Copy	1
Page Count	09
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JUN 03 2020



May 27, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

UNITEC INDUSTRIES INC.  
1241 STIRLING ROAD  
112  
DANIA BEACH, FL 33304US

SUBJECT: UNITEC INDUSTRIES INC.  
REF: P15000076689

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000150027  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNITEC INDUSTRIES INC.**

The undersigned, Par Jonas Lindkvist, being the President of UNITEC INDUSTRIES INC., a Florida corporation, hereby states as follows:

1. The Articles of Incorporation of Unitec Industries Inc., a Florida corporation, were filed with the Secretary of the State of Florida on September 15, 2015 under Document No. P15000076689.

2. Articles of Amendment were subsequently filed on October 16, 2015, October 29, 2015, August 15, 2016, and May 7, 2018.

3. The Board of Directors of Unitec Industries Inc. desires to amend and restate the Articles of Incorporation in their entirety.

4. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of Unitec Industries, Inc. on April 2, 2020 and do not contain any amendment requiring shareholder approval.

5. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I – NAME**

The name of this corporation is UNITEC INDUSTRIES INC. (which is hereinafter called the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing addresses of the Corporation are:

Mailing Address:

Street Address:

1241 Stirling Road  
Suite 108  
Dania Beach, FL 33304

1241 Stirling Road  
Suite 108  
Dania Beach, FL 33304

**ARTICLE III – PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

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#### ARTICLE IV – CAPITAL STOCK

The Capital Stock of the Corporation shall be divided into Common Stock and two classes of Preferred Stock. The Corporation is authorized to issue three classes of shares: (i) 1000 shares of Common Stock, \$0.01 par value per share; (ii) 1000 shares of Class A Preferred Stock, \$0.01 par value per share; and (iii) 1000 shares of Class B Preferred Stock, \$0.01 par value per share.

The holders of the shares of the Common Stock will have the right to vote and the distributions (in cash or in property) from the Corporation only relating to the Common Stock shares. No holders of Common Stock may vote or have rights whatsoever with respect to any matters required or permitted to be voted on by the Class A Preferred Stock shareholders or the Class B Common Stock shareholders, respectively.

##### A. Preferred Stock – General.

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation (the “Board”) may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board is expressly authorized, subject to the limitations prescribed by law and the provisions of these Amended and Restated Articles of Incorporation and any shareholders agreement to which the Corporation and its shareholders may be party, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Amended and Restated Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board creating such class or series. The authority of the Board with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined

shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board, acting in accordance with these Amended and Restated Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Amended and Restated Articles of Incorporation.

**B. Description and Designation of Class A Preferred Stock and Class B Preferred Stock.**

1. General. In furtherance of the foregoing authorities, the Board hereby creates the following classes of Preferred Stock and the designations, preferences, voting powers, qualifications, special or relative rights and privileges pertaining thereto:

(a) A total of one thousand (1,000) shares of the Corporation's Preferred Stock shall be designated as "Class A Preferred Stock." Each share of Class A Preferred Stock shall be identical in all respects with the other shares of Class A Preferred Stock. No additional shares of Class A Preferred Stock shall be issued or sold without the vote of the majority of the holders of the Class A Preferred Stock.

(b) A total of one thousand (1,000) shares of the Corporation's Preferred Stock shall be designated as "Class B Preferred Stock." Each share of Class B Preferred Stock shall be identical in all respects with the other shares of Class B Preferred Stock.

No additional shares of Class B Preferred Stock shall be issued or sold without the vote of the majority of the holders of the Class B Preferred Stock.

As used herein, the term "Preferred Stock" used without references to the Class A Preferred Stock or the Class B Preferred Stock means the shares of Class A Preferred Stock or the shares of Class B Preferred Stock, share for share alike and without distinction as to class or series, except as otherwise expressly provided for in this Article IV or as the context otherwise requires.

2. Voting Rights of the Class A and Class B Preferred Stock.

(a) Each of the holders of the Class A Shares, in his or her capacity as a "Class A Shareholder", will have the exclusive right to vote on all matters relating to the Corporation's interest in the Class A Company, as such Class A Company is identified in the resolution of the Board of Directors creating the Class A Preferred Stock (including without limitation the election of directors and officers, the declaration and payment of dividends, the incurrence and discharge of debt, the merger of such company or the sale of all or substantially all of its assets, and the dissolution and liquidation of such company), which matters will be decided by a vote of the majority of the Class A Shareholders only.

(b) Each of the holders of Class B Shares, in his or her capacity as a "Class B Shareholder", will have the exclusive right to vote on all matters relating to the Corporation's interest in the Class B Company as such Class B Company is identified in the resolution of the Board of Directors creating the Class B Preferred Stock (including without limitation the election of directors and officers, the declaration and payment of dividends, the incurrence and discharge of debt, the merger of such company or the sale of all or substantially all of its assets, and the dissolution and liquidation of such company), which matters will be decided by a vote of the majority of the Class B Shareholders only.

(c) All other matters to be voted on relating to the Corporation and not the Class A Company or the Class B Company shall be decided by the holders of the Common Stock by a vote of the majority of the holders of the Common Stock.

3. Dividends. The Board may declare dividends (a) for the Class A Shareholders from time to time out of the earnings and profits of the Corporation related to the Corporation's interest in the Class A Company, (b) for the Class B Shareholders from time to time out of the earnings and profits of the Corporation related to the Corporation's interest in the Class B Company, and (c) for the Shareholders from time to time out of the earnings and profits of the Corporation derived from any other sources. The Class A Shareholder and the Class B Shareholders shall not be entitled to any other dividends in their capacity as such except as set forth in Section 3(a) and Section 3(b), respectively.

4. Dissolution and Liquidation. Upon dissolution and liquidation of the Corporation, the proceeds of liquidation shall be distributed in the following order and priority:

(a) to creditors of the Corporation, including Shareholders who are creditors, to the extent otherwise permitted by law, and consistent with the subordination or other terms and conditions therein pertaining to priority of satisfaction of such indebtedness, in full satisfaction

of the liabilities of the Corporation (whether by payment or the making of reasonable provision for payment thereof); and

(b) (i) the balance resulting from the Corporation's interest in the Class A Company, to the Class A Shareholders, (ii) the balance resulting from the Corporation's interest in the Class B Company, to the Class B Shareholders, and (iii) the balance, if any, to each of the holders of the Common Stock pro rata.

(c) The Class A Shareholders and the Class B Shareholders shall not be entitled to any other liquidation proceeds in their capacity as such except as set forth in Section 4(b)(i) and Section 4(b)(ii), respectively.

5. Registration of Transfer. The Corporation will keep at its principal office a register for the registration of shares of Preferred Stock. Upon the surrender of any certificate representing shares of Preferred Stock at such place, the Corporation will, at the request of the record holders of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefore representing the aggregate number of shares of Preferred Stock represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares of Preferred Stock as is required by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

6. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of an unsecured indemnity from the holder reasonably satisfactory to the Corporation or, in the case of such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Preferred Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

C. Preferred Stock – Amendments. Any amendment that would affect the rights of the holders of the Class A Preferred Stock or the holders of the Class B Preferred Stock, respectively, must be approved by a majority vote of the holders of the Class A Preferred Stock or the Class B Preferred Stock, as applicable.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

1241 Stirling Road, Suite 108  
Dania Beach, FL 33004.

and the name and address of the initial registered agent of the Corporation are:

Par Jonas Lindkvist  
1241 Stirling Road, Suite 108

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dania Beach, FL 33004.

**ARTICLE VI – TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE VII – OFFICERS AND DIRECTORS**

The name and address of the Officers of the Corporation are:

Par Jonas Lindkvist 1241 Stirling Road Suite 108 Dania Beach, FL 33304	President
Nils G. Dahlstrand 1241 Stirling Road Suite 108 Dania Beach, FL 33304	Vice-President
Jens-Martin Olsson 1241 Stirling Road Suite 108 Dania Beach, FL 33304	Secretary

The name and address of the Directors of the Corporation are:

Par Jonas Lindkvist	1241 Stirling Road Suite 108 Dania Beach, FL 33304
Jens-Martin Olsson	1241 Stirling Road Suite 108 Dania Beach, FL 33304
Nils G. Dahlstrand	1241 Stirling Road Suite 108 Dania Beach, FL 33304

**ARTICLE VIII – BYLAWS**

The Bylaws of the Corporation may be amended and/or restated by act of the Board of Directors or the shareholders of the Corporation.

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ALL AMENDED FLORIDA  
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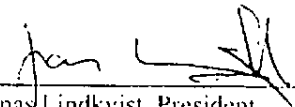
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

ARTICLE X - AMENDMENT

Subject to the provisions of Article IV, the Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation as of the 20 day of May, 2020.

  
\_\_\_\_\_  
Par Jonas Lindkvist, President

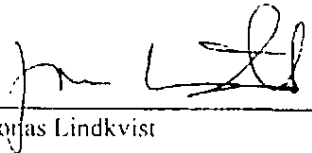
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TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

The undersigned, Par Jonas Lindkvist, who has been designated in the foregoing Amended and Restated Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of May 20, 2020.

Registered Agent:

  
\_\_\_\_\_  
Par Jonas Lindkvist

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TALLAHASSEE, FLORIDA