

P15000083120

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

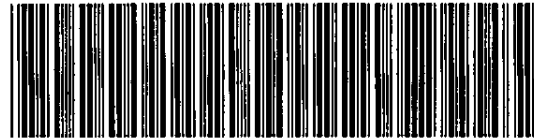
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500291542705

10/25/16--01025--022 **78.75

FILED
2016 OCT 25 PM 2:34
SEC. OF STATE
TALLAHASSEE, FLORIDA

cc
Restated Art

OCT 28 2016

I ALBRITTON



October 14, 2016

SENT VIA MAIL TO:

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: RESTATED ARTICLES OF INCORPORATION - DOCUMENT NO.: P15000083120

To Whom It May Concern:

Enclosed herewith please find for filing the Restated Articles of Incorporation of FlipperSmack, Inc., a Florida corporation, dated October 14, 2016.

Please also find check no.: 1032 in the amount of \$78.75, which represents the filing fees and certified copy fee.

Please send the date stamped certified copy of the Restated Articles of Incorporation to: FlipperSmack, Inc., Attn: Monica Mylet, 620 Market Street, St. Augustine, Florida 32095.

Sincerely,

FLIPPERSMACK, INC.

s/ Monica Mylet

Monica Mylet, President

**RESTATED ARTICLES OF INCORPORATION
OF
FLIPPERSMACK, INC.,
a Florida corporation**

FILED
2016 OCT 25 PM 2:34
SECRETARY
FALL 24 1721

Pursuant to Fla. Stat. §607.1005 and §607.1007, and prior to the issuance of any shares of stock of FlipperSmack, Inc., a Florida corporation (the "Corporation"), the undersigned hereby acts as the sole Director of the Corporation's Board of Directors (the "Board of Directors") in adopting and filing the following Restated Articles of Incorporation (these "Articles of Incorporation"):

ARTICLE I: NAME

The name of the Corporation shall be FlipperSmack, Inc.

ARTICLE II: EXISTENCE

The existence of the Corporation shall begin on the date and time of filing of the original Articles of Incorporation of the Corporation; to wit, October 7, 2015.

ARTICLE III: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is: 620 Market Street, St. Augustine, Florida 32095.

ARTICLE IV: PURPOSE

The Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as it now exists or may hereafter be amended or supplemented.

ARTICLE V: STOCK

The maximum number of shares of stock the Corporation is authorized to issue and have outstanding at any time is Ten Million (10,000,000), divided into classes as follows:

(a) Eight Million Five Hundred Thousand (8,500,000) shares of common stock having a par value of \$0.0001 per share, hereinafter known as "Common Stock;" and

(b) One Million Five Hundred Thousand (1,500,000) shares of preferred stock having a par value of \$0.0001 per share, hereinafter known as "Preferred Stock."

Common Stock shall have the right to vote on all matters and in the manner set forth in the Bylaws of the Corporation (the "Bylaws"). Common Stock are not entitled to preference in the distribution of dividends or assets of the Corporation.

Preferred Stock shall have the following preferences, limitations, and relative rights:

(a) Preferred Stock has no voting rights.

(b) Each share of Preferred Stock is convertible into one share of Common Stock, subject to proportional adjustments for stock splits, stock dividends and similar occurrences, at any time, at the option of the holder thereof, upon written notice to the Corporation. If Preferred Stock is converted to Common Stock it acquires all rights afforded Common Stock, including but not limited to the right to vote together with other Common Stock on all applicable matters.

(c) Upon liquidation, the holders of Preferred Stock shall receive one times the original price per share paid therefor by the original shareholder thereof, plus declared but unpaid dividends, on each share thereof, prior to the balance of any proceeds being paid to the Common Stock shareholders. A merger, reorganization or similar transaction will be treated as a liquidation.

(d) If the Corporation chooses to declare any dividends, Preferred Stock shall have priority to payment of any such dividends over Common Stock. The Corporation is not required to declare dividends and may or may not do so in its sole discretion.

The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including without limitation, cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

The Board of Directors may determine, in whole or part, the preferences, limitations, and relative rights, within the limits set forth in Florida Statutes §607.0601, as amended, of:

(a) Any class of shares, before the issuance of any shares of that class; or

(b) One or more series within a class, before the issuance of any shares of that series.

Each series of a class must be given a distinguishing designation. All shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class. Before the Board of Directors may issue any shares of a class or series created pursuant this paragraph, the Corporation must deliver to the Florida Department of State, for filing, articles of amendment, which are effective without shareholder action, and which set forth: (i) the name of the corporation; (ii) the text of the amendment determining the terms of the class or series of shares; (iii) the date the amendment was adopted; and (iv) a statement that the amendment was duly adopted by the Board of Directors, but only to the extent such information is not already set forth in these Articles of Incorporation or the Bylaws of the Corporation (the "Bylaws"), as amended.

These Articles of Incorporation and the Bylaws, an agreement among shareholders, or an agreement between shareholders and the Corporation, as each may be amended from time to time, may impose restrictions on the transfer or registration of transfer of shares of the Corporation, which:

(a) Obligate the shareholder first to offer the Corporation or other persons (separately, consecutively, or simultaneously) an opportunity to acquire the restricted shares;

(b) Obligate the corporation or other persons (separately, consecutively, or simultaneously) to acquire the restricted shares;

(c) Require the corporation, the holders of any class of its shares, or another person to approve the transfer of the restricted shares, if the requirement is not manifestly unreasonable;

(d) Prohibit the transfer of the restricted shares to designated persons or classes of persons, if the prohibition is not manifestly unreasonable; or

(e) Are otherwise consistent with applicable law.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders as follows:

(a) Subject to the provisions of this Article VI, the shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares and treasury shares upon the decision of the Board of Directors to issue them.

(b) A shareholder may waive their preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

(c) There is no preemptive right with respect to:

(i) Shares issued as compensation to directors, officers, agents, contractors or employees of the Corporation or its subsidiaries or affiliates;

(ii) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, contractors or employees of the Corporation or its subsidiaries or affiliates; or

(iii) Shares issued pursuant to a plan of reorganization approved by a court of competent jurisdiction pursuant to a law of any state or of the United States.

Without limiting the preemptive right of any other shares, shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation, and shares issued for consideration other than money, shall not be excluded from the preemptive right.

(d) Holders of shares of any class or series without general voting rights, but with preferential rights to distributions or net assets upon dissolution and liquidation, have no preemptive rights with respect to shares of any class. Notwithstanding the foregoing, "seed investors" (those partaking in the initial funding of the Corporation within the first three (3) months after incorporation) shall have the right to participate on a pro rata basis in subsequent issuances of equity securities of the Corporation, on the same

price per share and for the same class of stock thereof, but only to the extent necessary to maintain all or a lesser part of the percentage of equity in the Corporation owned by such seed investor prior to such subsequent issuance of equity securities.

(e) Holders of shares of any class or series with general voting rights, but without preferential rights to distributions or net assets upon dissolution or liquidation, have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets, unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

(f) Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one (1) year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one (1) year is again subject to the shareholders' preemptive rights.

(g) For purposes of this section, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

ARTICE VII: INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial Board of Directors is: Monica Mylet, 620 Market Street, St. Augustine, Florida 32095; who shall also serve as the initial Chief Executive Officer, President, Secretary, and Treasurer of the Corporation.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 620 Market Street, St. Augustine, Florida 32095. The name of the registered agent of the Corporation at that office is Monica Mylet, as an individual.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Monica Mylet, Registered Agent

11-20-2015
Date

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator who filed the original Articles of Incorporation is: Monica Mylet, 620 Market Street, St. Augustine, Florida 32095.

CERTIFICATION

I submit these Restated Articles of Incorporation of FlipperSmack, Inc., a Florida corporation, and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Florida Statutes §817.155.

I further affirm and certify that these Restated Articles of Incorporation of FlipperSmack, Inc., a Florida corporation, and all amendments set forth herein to the original Articles of Incorporation filed on October 7, 2015, including without limitation those in Article V and Article VIII hereof: (i) have been fully implemented and adopted by the Board of Directors pursuant to the Organizational Resolution of the Board of Directors, dated November 20, 2015; and (ii) do not require approval or action by the shareholders of the Corporation, since no shares have been issued as of said date, and shareholder approval is not otherwise required for restatement or amendment pursuant to Florida Statutes §607.1005.



Monica Mylet, Director

10-14-2016

Date