

1/29/2021

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GLOBAL ALUMNI CORP.

The undersigned shareholders, desiring to amend and restate the Articles of Incorporation of a corporation under and pursuant to the Florida Company Act, Chapter 607, Florida Statutes, does hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is GLOBAL ALUMNI CORP. (the "Company").

ARTICLE II
ADDRESS

The principal office and mailing address of the Company is:

7950 NW 53rd Street
Miami, Florida
33166

ARTICLE III
REGISTERED AGENT AND OFFICE

The Company designates the following individual as its registered agent at that address to accept service of process within the State of Florida:

ALONSO & GARCIA, P.A.
5805 Blue Lagoon Drive, Suite 200
Miami, Florida 33126

ARTICLE IV
CAPITAL STOCK

4.1 General. The total number of shares of all classes of capital stock ("Shares") which the Company shall have the authority to issue is 100,000 shares consisting of the following:

- (a) 50,000 shares of common stock, \$0.01 par value per share ("Common Stock"), and
- (b) 50,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock").

The following sections are the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of the Shares of the Company, unless as otherwise described.

4.2 Common Stock.

(a) General. Each share of the Common Stock of the Company shall be entitled to one vote on all matters requiring a vote of the shareholders and, subject to the rights of the holders of any outstanding shares of preferred stock, shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the Board of Directors. In the event of any liquidation, dissolution, or

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winding up of the corporation, either voluntary or involuntary, subject to the rights of the holders of any outstanding shares of preferred stock, the holders of common stock shall be entitled to share ratably, according to the number of shares held by them, in all remaining assets of the corporation available for distribution.

(b) Dividends. Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Company's capital surplus. Dividends upon any class or series of Company Shares may be paid in cash, property, or Shares of any class or series or other securities or evidences of indebtedness of the Company or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.

(c) Voting.

(i) The holders of the Common Stock are each entitled to one vote for each share of Common Stock at all meetings of shareholders (and written actions in lieu of meetings) together and not as separate classes.

(ii) Preferred Stock Protective Provisions. At any time when shares of Preferred Stock are outstanding, the Company shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Articles of Incorporation) the written consent or affirmative vote of the holders of a majority of the then outstanding shares of Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect: (i) amend, alter or repeal any provision of the Articles of Incorporation or Bylaws of the Company in a manner adverse to the rights of the Preferred Stock; (ii) create or authorize the creation of or issue any other security convertible into or exercisable for any equity security, having rights, preferences or privileges senior to or on parity with the Preferred Stock, or increase the authorized number of shares of Preferred Stock.

4.3 Preferred Stock.

(a) General. The Board of Directors of the Company is hereby authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, a series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series, and the designation of such series, the voting and other powers (if any) of the shares of such series, and the preferences and any relative, participating, optional or other special rights and any qualifications, limitations, or restrictions thereof, of the shares of such series. The powers, preferences, and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other series of Preferred Stock at any time outstanding.

(b) Dividends. Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Company's capital surplus. Dividends upon any class or series of Company Shares may be paid in cash, property, or Shares of any class or series or other securities or evidences of indebtedness of the Company or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.

(c) Series A Preferred Stock. 3,410 shares of the authorized and issued Preferred Stock of the Company are hereby designated "Series A Preferred Stock" with a purchase price of \$2,025 per Share (the "Original Series A Purchase Price").

(d) Series A-1 Preferred Stock. 922 shares of the authorized and unissued Preferred Stock of the Company are hereby designated "Series A-1 Preferred Stock" with a purchase price of \$4,881.45 per Share (the "Original Series A-1 Purchase Price" and, together with the Original Series A Purchase Price, an "Original Purchase Price").

(e) Voting. On any matter presented to the stockholders of the Company for their action or consideration at any meeting of stockholders of the Company (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of the Articles of Incorporation, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class.

4.4 Liquidation, Dissolution or Winding Up.

(a) In the event of any liquidation, dissolution or winding up of the Company, the proceeds shall be paid as follows: (i) first, pay the holders of the Preferred Stock, the greater of either: (i) one (1) times the Original Series A Purchase Price or Original Series A-1 Purchase Price, as applicable, plus declared and unpaid dividends on each share of Series A Preferred Stock or Series A-1 Preferred Stock, as applicable, or (ii) the amount that the Preferred Stock would receive on an as-converted basis of Common Stock (the "Liquidation Amount"); and (ii) second, the balance of any proceeds shall be distributed pro rata to holders of Common Stock based on the number of Shares held by each such holder.

(b) If the assets of the Company available for distribution to Shareholders is insufficient to pay the applicable Liquidation Amount to the holders of Series A Preferred Stock and Series A-1 Preferred Stock, the holders of Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable.

(c) A merger or consolidation involving the Company (other than one in which Shareholders of the Company own a majority by voting power of the outstanding shares of the surviving or acquiring corporation) or a sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets of the Company will be treated as a liquidation event (a "Deemed Liquidation Event"), thereby triggering payment of the liquidation preferences described in this Section 4.4 unless the holders of a majority of the Preferred Stock elect otherwise.

4.5 Mandatory Conversion.

(a) Trigger Events. Each share of Preferred Stock will automatically be converted into Common Stock (the "Mandatory Conversion") at the then applicable conversion rate in the event of (i) the closing of a firm commitment underwritten public offering with gross proceeds to the Company of not less than \$50,000,000 of net proceeds, or (ii) a vote or written consent of the holders of a majority of the outstanding shares of Preferred Stock requiring that all outstanding shares of Preferred Stock be converted into shares of Common Stock on the date and time specified therein (the time of such closing or as specified in the vote or written consent for conversion, the "Mandatory Conversion Time").

(b) Conversion Ratio. Each share of Preferred Stock shall be convertible, upon the occurrence of a Mandatory Conversion, and without the payment of additional consideration by the holder thereof, into

such number of fully paid and nonassessable shares of Common Stock as is determined by dividing (i) the applicable Original Purchase Price by (ii) the applicable Conversion Price (as defined below) in effect at the time of conversion. The "Series A Conversion Price" shall initially be equal to \$2,025. Such initial Series A Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below. The "Series A-1 Conversion Price" shall initially be equal to \$4,881.45. Such initial Series A-1 Conversion Price, and the rate at which shares of Series A-1 Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(c) Procedural Requirements.

(i) All holders of record of shares of Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Preferred Stock pursuant to this Section 4.5. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Preferred Stock shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Company to indemnify the Company against any claim that may be made against the Company on account of the alleged loss, theft or destruction of such certificate) to the Company at the place designated in such notice. If so required by the Company, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Company, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Preferred Stock converted pursuant to this Section 4.5, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender the certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of their certificate or certificates (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 4.5. As soon as practicable after the Mandatory Conversion Time and the surrender of the certificate or certificates (or lost certificate affidavit and agreement) for Preferred Stock, the Company shall issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof, together with cash as provided in below in lieu of any fraction of a share of Common Stock otherwise issuable upon such conversion and the payment of any declared but unpaid dividends on the shares of Preferred Stock converted. Such converted Preferred Stock shall be retired and cancelled and may not be reissued as shares of such series, and the Company may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

(ii) Reservation of Shares. The Company shall at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment reducing the applicable Conversion Price of any

Preferred Stock below the then par value of the shares of Common Stock issuable upon conversion of the Preferred Stock, the Company will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Company may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

(d) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Company shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by a majority vote of the Board of Directors of the Company including the approval of the Preferred Director. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Preferred Stock the holder is at the time converting into Common Stock and the aggregate number of shares of Common Stock issuable upon such conversion.

(e) Effect of Conversion. All shares of Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor, to receive payment in lieu of any fraction of a share otherwise issuable upon such conversion as provided in Section 4.6 and to receive payment of any dividends declared but unpaid thereon. Any shares of Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Company may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

(f) No Further Adjustment. Upon any such conversion, no adjustment to the applicable Conversion Price shall be made for any declared but unpaid dividends on the Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

(g) Taxes. The Company shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Preferred Stock pursuant to this Section 4. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Company the amount of any such tax or has established, to the satisfaction of the Company, that such tax has been paid.

(h) Intentionally Deleted.

(i) Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the original date on which the first share of Series A-1 Preferred Stock were issued (the "Series A Original Issue Date") effect a subdivision of the outstanding Common Stock, the applicable Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Company shall at any time or from time to time after the Series A-1 Original Issue Date combine the outstanding shares of Common Stock, the applicable Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of Preferred Stock shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(j) Adjustment for Certain Dividends and Distributions. In the event the Company at any time or from time to time after the Series A-1 Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the applicable Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the applicable Conversion Price then in effect by a fraction:

(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the applicable Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the applicable Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the holders of Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event.

(k) Notice of Record Date. In the event:

(i) the Company shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(ii) of any capital reorganization of the Company, any reclassification of the Common Stock of the Company, or any Deemed Liquidation Event; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Company;

then, and in each such case, the Company will send or cause to be sent to the holders of the Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Preferred Stock and the Common Stock. Such notice shall be sent at least 30 days prior to the record date or effective date for the event specified in such notice.

4.6 Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock that are redeemed or otherwise acquired by the Company or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Company nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption.

4.7 Waiver. Any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may only be waived on behalf of all holders of Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Preferred Stock then outstanding.

4.8 Notices. Any notice required or permitted by the provisions of this Article IV to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Company, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, and shall be deemed sent upon such mailing or electronic transmission.

ARTICLE V DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Amended and Restated Articles of Company with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Bylaws or Shareholders Agreement, or in the absence thereof, by the written agreement of a majority of ownership interest of the shareholders of the Company.

ARTICLE VI DIRECTORS

6.1 The business of the Company shall be conducted, carried on, and managed by at least one (1) Director. The Director(s) shall also have the rights and responsibilities described in the Bylaws of the Company, if applicable. The Director(s) shall serve in such capacity until his, her or their successor(s) is/are duly elected and qualified. The individuals below shall be the Directors of the Company:

Pablo Rivas Suarez
7950 NW 53rd Street
Miami, Florida 33166

Dennis Chookaszian
7950 NW 53rd Street
Miami, Florida 33166

Daniel Lansberg
7950 NW 53rd Street
Miami, Florida 33166

John Paul Rollert
7950 NW 53rd Street
Miami, Florida 33166

Ramon Garcia
7950 NW 53rd Street
Miami, Florida 33166

6.2 Election of Directors. The holders of record of the shares of Preferred Stock, exclusively and as a separate class, shall be entitled to elect one (1) director of the Company (the "Preferred Director") and the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect three (3) directors of the Company. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. If the holders of shares of Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to this Section 6.2, then any directorship not so filled shall remain vacant until such time as the holders of the Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by shareholders of the Company other than by the shareholders of the Company that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. The holders of record of the shares of Common Stock and of any other class or series of voting stock (including the Preferred Stock), exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Company. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Section 6.2, a vacancy in any directorship filled by the holders of any class or series shall be filled only by vote or written consent in lieu of a meeting of the holders of such class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Section 6.2.

ARTICLE VII OFFICERS

The names and street addresses of the initial officers of the Company are:

Pablo Rivas Suarez – Chief Executive Officer
7950 NW 53rd Street
Miami, Florida 33166

Alfonso Carrillo – President
7950 NW 53rd Street
Miami, Florida 33166

John Paul Rollert – Secretary
7950 NW 53rd Street
Miami, Florida 33166

Isabel Morera Pascual – Treasurer
7950 NW 53rd Street
Miami, Florida 33166

ARTICLE VIII PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of the Company, if any, shall be in the manner set forth in the Bylaws of the Company, if any.

ARTICLE X
INDEMNIFICATION

The Company shall indemnify any Incorporator, Officer and/or Director, and/or any former Officer and/or Director, to the full extent permitted by law.

ARTICLE XI
ADOPTION OF AMENDMENTS

These Amended and Restated Articles of Incorporation of the Company, including all amendments herein, were adopted by the Board of Directors and the Shareholders of the Company as of December 30th 2020, which such consent was sufficient for the adoption of these Amended and Restated Articles of Incorporation.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Company this 22 day of January, 2021.

GLOBAL ALUMNI CORP.

By: 

Pablo Rivas Suarez, CEO