

P15000084873

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Amended
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JAN 12 2022
ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 371557 4304937

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 43.75

ORDER DATE : January 11, 2022

ORDER TIME : 10:26 AM

ORDER NO. : 371557-005

CUSTOMER NO: 4304937

DOMESTIC AMENDMENT FILING

NAME: GLOBAL ALUMNI CORP.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS:

[Signature]

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GLOBAL ALUMNI CORP.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, Global Alumni Corp. (the "**Corporation**"), a Florida corporation, certifies the following:

1. The name of the Corporation is Global Alumni Corp. The Corporation was originally incorporated under the Act on October 14, 2015, Document No. P15000084873 upon the filing of the original Articles of Incorporation with the Secretary of State of the State of Florida.

2. The Amended and Restated Articles of Incorporation are attached hereto as **Exhibit A**. These Amended and Restated Articles of Incorporation amend and restate the Corporation's original Articles of Incorporation and all amendments thereto in their entirety in accordance with Chapters 607.1001, 607.1003 and 607.1007 of the Act. The Amended and Restated Articles of Incorporation contain amendments which are contained in the text thereof.

3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on January 10, 2022.

4. The Amended and Restated Articles of Incorporation contain amendments to the Corporation's original Articles of Incorporation that require shareholder approval.

5. The Amended and Restated Articles of Incorporation were recommended by the Board of Directors of the Corporation and submitted to the shareholders of the Corporation for approval. The Amended and Restated Articles of Incorporation of the Corporation were approved by the shareholders of the Corporation by written consent in accordance with Section 607.0704 of the Act on January 10, 2022, which written consent was signed, dated and delivered to the Corporation by shareholders holding a number of shares sufficient for approval under the Act.

IN WITNESS WHEREOF, Global Alumni Corp. has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer of the Corporation, on January 10, 2022.

DocuSigned by:

Pablo Rivas Suarez

E5822A7D-9D97-41B4-9725-F0A0932BD43F

Name: Pablo Rivas Suarez

Title: CEO

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ARTICLE I

The name of this corporation is Global Alumni Corp. (the "**Corporation**").

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street Tallahassee, FL 32301, Leon County. The name of its registered agent at such address is Corporation Service Company.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "**Act**") as the same exists or as may hereafter be amended from time to time.

ARTICLE V

A. The Corporation is authorized to issue only one class of stock, to be designated Common Stock (the "**Common Stock**"). The total number of shares of Common Stock presently authorized is 150,000, each having a par value of \$0.01.

B. Immediately upon the filing and effectiveness (the "**Effective Time**") of these Amended and Restated Articles of Incorporation (the "**Restated Articles**") with the Secretary of State of the State of Florida, each share of Series A Preferred Stock and Series A-1 Preferred Stock of the Corporation (together, the "**Preferred Stock**") that was issued and outstanding or held in treasury immediately prior to the Effective Time shall be reclassified, exchanged, and changed into, automatically without any further action by the holders of such shares, notwithstanding that the certificates representing such shares shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of such shares, or that the certificates evidencing such shares shall not then be actually delivered to such holder, into one share of Common Stock (such action, the "**Conversion**"). The Conversion shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Preferred Stock of the Corporation. The Conversion shall be effected on a stockholder-by-stockholder basis. No fractional shares shall be issued upon the exchange and combination. Stock certificates representing shares of Preferred Stock will, until surrendered to the Corporation in exchange for a certificate representing such new number of shares of capital stock of the Corporation, thereafter automatically represent the number and type of shares of capital stock of the Corporation into which the shares represented by such certificate have been reclassified, exchanged, and changed into pursuant to the Conversion, subject to the elimination of fractional share interests as described above. All share and per share amounts set forth in these Restated Articles, including, without limitation, the authorized share numbers set forth in this Article V, and all other rights, powers, preferences and privileges of the Company's Common Stock, reflect the Conversion and no further adjustment to the terms of these Restated Articles shall be necessary in connection with the Conversion.

ARTICLE VI

The principal place of business and the mailing address of the Corporation in the State of Florida is as follows: 7950 NW 53rd Street Miami, Florida 33166.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.

ARTICLE VIII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation.

ARTICLE IX

Meetings of shareholders may be held within or without the State of Florida, as the bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

ARTICLE X

To the fullest extent permitted by the Act, as the same may be amended from time to time, the shareholders and Board of Directors of the Corporation shall be entitled and able to take action, adopt resolutions, and vote for and approve matters by written consent in the manner provided in the Act, which shall apply to any matter which could or is otherwise required to be voted upon at a meeting of the shareholders or Board of Directors, as applicable, under the Act as well as any matters which call for the affirmative vote, consent or approval of all of the shareholders or the holders of a certain percentage of the shares of the capital stock (or of a series or class or multiple series or classes) of the Corporation under these Restated Articles or the bylaws of the Corporation.

ARTICLE XI

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Act or any other law of the State of Florida is amended after approval by the shareholders of this Article XI 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.

Any amendment, repeal or elimination of this Article XI shall not affect its application with respect to an act or omission by a director occurring before such amendment, repeal or elimination unless this Article XI provides otherwise at the time of such act or omission.

ARTICLE XII

Subject to any provisions in the bylaws of the Corporation related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be

made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the board of directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of these Restated Articles or a bylaw of the Corporation shall not be eliminated or impaired by an amendment to or repeal or elimination of these Restated Articles or the bylaws of the Corporation after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

ARTICLE XIII

Except as provided in Article XI and Article XII, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.