

P16000009020

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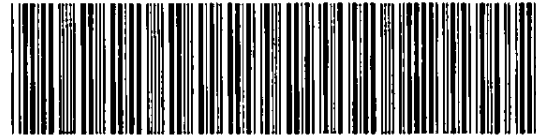
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*Amended
Restated*

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rhinoco Inc.

DOCUMENT NUMBER: P16000009020

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Crystal Umpierre
Name of Contact Person
Rhinoco Inc.
Firm/ Company
12333 SW 131st Avenue
Address
Miami, FL 33186
City/ State and Zip Code

crystal@rhinoco.com
E-mail address: (to be used for future annual report notification) ✓

For further information concerning this matter, please call:

Crystal Umpierre at (305) 218-1636
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

17 OCT -2 PM 4:13

CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RHINOCO INC.**

Rhinoco Inc., a corporation (hereinafter called the "Corporation") organized and existing under the Florida Business Corporation Act (hereinafter called the "FBCA"), in accordance with the provisions of Sections 607.1001 and 607.1020 of the FBCA, hereby certifies that:

FIRST: The Corporation was originally incorporated in the State of Florida on February 2, 2016, and these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation were adopted and approved on September 27, 2017 by the Corporation's Board of Directors, and were duly approved and adopted on September 27, 2017 by the holders of at least a majority of the Corporation's then outstanding Series A Convertible Preferred Stock, no par value ("Series A Preferred Stock") and the holders of at least a majority of the Corporation's then outstanding Common Stock, no par value ("Common Stock") by way of a written consent in lieu of a meeting of stockholders.

THIRD: Pursuant to Third Article subsection E of the Articles of Amendment of the Corporation filed with the Florida Secretary of State on June 2, 2017, and the affirmative vote of the holders of at least a majority of the then outstanding Series A Preferred Stock, each share of issued and outstanding Series A Preferred Stock shall, effective upon the filing hereof with the Secretary of State, convert into one (1) share of Common Stock (the "Conversion"), and, at such time, there shall be no shares of Series A Preferred Stock issued and outstanding.

FOURTH: Immediately after the Conversion, every six million (6,000,000) outstanding shares of Common Stock will be combined into and automatically become one (1) outstanding share of Common Stock, with no fractional shares to be issued, following which no shares of Common Stock will remain issued and outstanding (the "Reverse Stock Split"). Immediately thereafter, all fractional share interests with respect to Common Stock will be immediately cancelled in exchange for the right to receive a price not to exceed \$1.00 per share.

ARTICLE I — NAME AND ADDRESS

The name of the Corporation is Rhinoco Inc. The address of the principal office and the mailing address of this Corporation is 12333 SW 131st Avenue Miami, FL 33186.

ARTICLE II — PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the FBCA.

ARTICLE III — CAPITAL STOCK

A. Authorized Capital Stock. The aggregate number of shares of common stock which this Corporation shall have authority to issue is sixty million (60,000,000) shares, consisting of (1) forty million (40,000,000) shares of Class A Common Stock, no par value (the "Class A Common Stock") and (2) twenty million (20,000,000) shares of Class B Common Stock, no par value (the "Class B Common Stock").

B. Class A Common Stock. The holders of the Class A Common Stock shall be entitled to all of the usual rights and privileges of holders of common stock, and shall have the right to one (1) vote per share on each matter submitted to the common stockholders of the Corporation, with no right to cumulative voting, provided, however, that the holders of the Class A Common Stock shall not have a right to vote on matters that the holders of Class B Common Stock have the exclusive right to vote on as provided herein, in the Corporation's Bylaws or pursuant to agreements among

stockholders. Except where stated otherwise herein, in the Corporation's Bylaws or in agreements between the stockholders, the shares of Class A Common Stock shall confer the same rights on the holder thereof as the shares of the Class B Common Stock.

C. Class B Common Stock. During such time as there are shares of Class B Common Stock outstanding, the holders of the Class B Common Stock shall be entitled to all of the usual rights and privileges of holders of common stock, and shall have the right to one (1) vote per share on each matter submitted to the common stockholders of the Corporation, with no right to cumulative voting, provided, however, that the holders of the Class B Common Stock shall have the exclusive right to nominate and elect, by a vote of the holders of the majority of the shares of Class B Common Stock then outstanding, one (1) director (the "Class B Director"). The Class B Director shall, in all matters put before the Corporation's Board of Directors for a vote, whether in a meeting of the Board of Directors or with respect to action by the Board of Directors without a meeting, have the number of votes on the Board of Directors as are necessary or required to have not less than a majority of the vote of the Board of Directors, and the Class B Director's presence will be required to establish a quorum at all meetings of the Board of Directors. The Corporation's directors, other than the Class B Director, shall each have one vote with respect to matters put before the Corporation's Board of Directors. Except where stated otherwise herein, in the Corporation's Bylaws or in agreements between the stockholders, the shares of Class B Common Stock shall confer the same rights on the holder thereof as the shares of the Class A Common Stock. The Class B Common Stock may also be converted into Class A Common Stock, by the affirmative vote or consent of the holders of the majority of the Class B Common Stock then outstanding.

D. Preemptive Rights. The Corporation elects to have preemptive rights for stockholders pursuant to the provisions of Section 607.0630(2) of the FBCA.

ARTICLE IV — REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation and the name of the registered agent of this Corporation at such office are:

<u>Name</u>	<u>Address</u>
Michael Alfaro	12333 SW 131 st Avenue Miami, FL 33186

ARTICLE V — BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of at least a majority of the votes of the Board of Directors then in office or by the affirmative vote of the holders of at least a majority of the voting power of all shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting as a single class.

ARTICLE VI — AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner permitted by law and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation.

ARTICLE VII — INDEMNIFICATION

This Corporation shall indemnify any director, or any former director of this Corporation, to the fullest extent permitted by law.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation on this 27 day of September 2017.

RHINOCO INC.

By: _____

Nathan Forster, President

ATTEST:

By: _____

Crystal Umpierre, Esq.