

P16000029975

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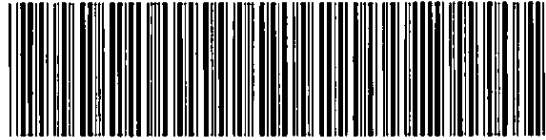
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*Amended &  
Restated  
Articles*

10/25/22--01002--005 \*\*35.00

*Sharon Cuillo  
gave permission to  
change the wording  
"to these articles"  
under Incorporator*

A. RAMSEY  
OCT 25 2022

ALLAHASSEE, FLORIDA

2022 OCT 24 PM 2:38 2022 OCT 24 AM 9:59

RECEIVED

FILED

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: IMAGINAUTICS, INC.

DOCUMENT NUMBER: P16000029975

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

Please return all correspondence concerning this matter to the following:

Charles C. Jones, II, Esq.  
Name of Contact Person  
Jones, Haber & Rollings  
Firm/ Company  
1633 SE 47th Terrace  
Address  
Cape Coral, Florida 33904  
City/ State and Zip Code  
jones@joneshaberlaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sharon Cirillo at ( 239 ) 542-0700  
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
IMAGINAUTICS, INC.

FILED

2022 OCT 24 AM 9:59

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Corporation adopts the following Amended and Restated Articles of Incorporation:

The Articles of Incorporation filed on the April 1, 2016 with an effective date of March 26, 2016 and assigned Document Number P16000029975. These amendments were adopted by the shareholder and director on October 12, 2022 and the number of votes cast for the amendments were sufficient for approval. The Articles of Incorporation shall be amended in its entirety and the following shall take place thereof:

The undersigned does, for the purpose of forming a corporation under the laws of the State of Florida under the corporate name IMAGINAUTICS, INC., and hereby set forth and declares:

CHARTER

Article I

The name of the corporation shall be IMAGINAUTICS, located in the County of Lee, State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The authorized capital stock which the corporation may issue shall be 1,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

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The corporation shall commence business on filing with the Secretary of State.

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 1126 SE 12<sup>th</sup> Court, Cape Coral, Florida 33990. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

Peter Vamvakaris  
1126 SE 12<sup>th</sup> Court  
Cape Coral, Florida 33990

President and Director

Michelle Graham  
1126 SE 12<sup>th</sup> Court  
Cape Coral, Florida 33990

Vice President and Director

#### Article IX

The name and post office address of the incorporator ~~to these articles~~ is as follows:

Michelle Graham  
1126 SE 12<sup>th</sup> Court  
Cape Coral, Florida 33990

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is 1126 SE 12th Court, Cape Coral, Florida 33990, and the name of the initial registered agent of this corporation at that address is Michelle Graham.

#### Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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### Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

### Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him/her in connection with or arising out of any claim, demand, action, suit or proceeding in which he/she may be involved or to which he may be made a party by reason of his/her being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter

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of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do

make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Cape Coral, this 12th day of October, 2022.

  
Michelle Graham V P, D




In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First That IMAGINAUTICS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation herein, has named Michelle Graham, located at 1126 SE 12th Court, Cape Coral, Florida 33990, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Michelle Graham, Registered Agent