

P16000044474

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

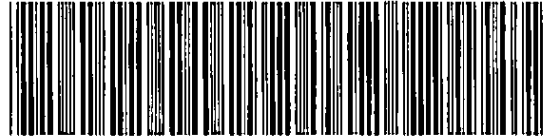
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300306013943

11/28/17--01015--017 \*\*35.00

RECEIVED  
RECORDS SECTION  
NOV 27 2017

2017 NOV 27 P 4:14

FILED

NOV 29 2017  
T. LEBLANC

*Handwritten signature*

ALEXANDER | ABRAMSON  
BUSINESS LAWYERS PLLC

November 22, 2017

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation of Lurilux, Inc.

Dear Sir or Madam:

Enclosed please find: (A) the signed Amended and Restated Articles of Incorporation for Lurilux, Inc.; and (B) a check in the amount of \$35.00, to cover the filing fee.

Please send notification of all the filings to me at Alexander Abramson, PLLC, 220 N. Rosalind Ave., Orlando, FL 32801.

If you have any questions or need further information, please call me at 407- 649-7777. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures (2)

FILED

2017 NOV 27 P 4:14

~~TALLAHASSEE~~

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LURILUX, INC.**

Lurilux, Inc., a Florida corporation (the "Company"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. The name of the Company is Lurilux, Inc.
2. Pursuant to §§ 607.1003 and 607.1007, Florida Statutes, on October 27, 2017, the members of the Board of Directors, and all of the shareholders of the Company unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Company, amending and restating the Company's Articles of Incorporation of May 18, 2016.

**ARTICLE I. Name**

The name of this Corporation is:

**LURILUX, INC.**

**ARTICLE II. Principal Office**

The address of the principal office and the mailing address of the Corporation is: 950 Warehouse Road, #60107, Orlando, FL 32803.

**ARTICLE III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Seven million five hundred thousand (7,500,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "Common Stock"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV. Of the total number of authorized shares of the Common Stock:

- (A) seven million (7,000,000) shares shall be voting common stock (the "Voting Common Stock"); and
- (B) five hundred thousand (500,000) shares shall be non-voting common stock (the "Non-Voting Common Stock").

Nov. 6. 2017 1:31PM

No. 1003 P. 44/48

Section 3. Preferred Stock. Two million five hundred thousand (2,500,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "**Preferred Stock**"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of Florida Business Corporation Act (the "**Act**").

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of the Voting Common Stock and the Preferred Stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote. The holders of the Non-Common Stock shall *not* be entitled to vote on any matter, except as may be expressly required for non-voting capital stock by the Act.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of this ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore in accordance with the Act, such dividends as may be declared from time to time by the Board of Directors

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 this of ARTICLE IV, upon the liquidation of the Corporation the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI. Directors

Section 1. The number of Directors of this Corporation may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII. Amendment to Articles

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE VIII. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE IX. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

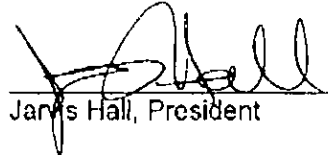
Nov. 6. 2017 1:32PM

No. 1000 P. 46/49

ARTICLE X. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 27 day of October, 2017.

  
\_\_\_\_\_  
Jarvis Hall, President