

PI 6000074799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

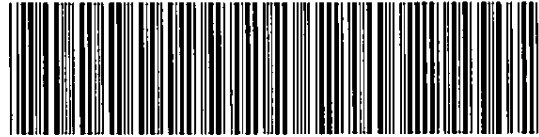
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/13/25--01001--009 **43.75

Amended &
Restated Articles

A. RAMSEY

1/16/2025

FILED
2025 JAN 13 AM 11:17
CLERK OF SUPERIOR COURT
JAN 13 2025
2025 JAN 13 AM 10:22

*00789,00524,00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2025

FLORIDA RESEARCH & FILING SERVICES, INC.

TALLAHASSEE, FL 32310

SUBJECT: FYISOFT, INC.
Ref. Number: P16000074799

We have received your document for FYISOFT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Amended and Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 725A00000921

* RESUBMITTING
w/ CORRECTION
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE
* NEED
PLEASE

2025 JAN 16 AM 10:59

RECEIVED

FLORIDA RESEARCH & FILING SERVICES, INC.

4044 LONGLEAF CT

TALLAHASSEE, FL 32310

PH: 850-524-4381

PLEASE FILE THE ATTACHED AMENDMENT FOR:

FYISOFT, INC.

PLEASE RETURN A CERTIFIED COPY

CHECK: # 9989 AMOUNT: \$43.75

THANK YOU!



Joshua S. Smith
850 Main Street
P.O. Box 7006
Bridgeport, CT 06601-7006
p 203 330 2083
f 203 576 8888
jsmith@pullcom.com
www.pullcom.com

January 15, 2025

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

Re: Amended and Restated Articles of Incorporation for FYIsoft, Inc.

To Whom It May Concern:

Enclosed for filing is the Amended and Restated Articles of Incorporation of FYIsoft, Inc., a Florida corporation, assigned Document Number P16000074799, along with the Certificate Regarding the Amended and Restated Articles of Incorporation of FYIsoft, Inc. certifying that the Amended and Restated Articles of Incorporation were adopted and approved by the Corporation's Board of Directors and the Corporation's shareholders.

The required filing fee in the amount of \$43.75 is also enclosed.

Please confirm receipt of this filing by providing a certified copy of the filing to me by email at jsmith@pullcom.com or by fax at (203) 576-8888, attention Joshua S. Smith.

If you have any questions or concerns relating to this filing, please contact me at the email address provided herein or by phone at my direct line at (203) 330-2083.

Thank you for your attention to this matter.

Very truly yours,

Joshua S. Smith

Joshua S. Smith

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FYISOFT, INC.

DOCUMENT NUMBER: P16000074799

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

Please return all correspondence concerning this matter to the following:

STEFAN R. BOTHE

Name of Contact Person

FYISOFT, INC.

Firm/ Company

4850 TAMiami TRAIL NORTH SUITE 301

Address

NAPLES, FLORIDA 34103

City/ State and Zip Code

starr.scuderi@flexi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NANCY A. D. HANCOCK

at (203)

330-2118

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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

2025 JAN 13 AM 11:17

FYIsoft, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act does hereby certify:

1. That the name of this corporation is FYIsoft, Inc. and that the corporation was originally formed on November 14, 2016, upon the filing of its Articles of Incorporation with the Secretary of State of Florida.
2. That the Board of Directors of FYIsoft, Inc. duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed and reinstatement is as follows:

RESOLVED, that the Articles of Incorporation of FYIsoft, Inc. be amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation is FYIsoft, Inc. (the "*Corporation*").

ARTICLE II

The address of the Corporation's registered office in the state of Florida is 8963 Stirling Road, Suite 101, Cooper City, Florida 33328. The name of its registered agent at such address is Gaetano D. Sperduto.

ARTICLE III

The purpose of the Corporation is to engage in and transact any and all lawful business for which a corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

This Corporation was initially created upon the filing of these Articles with the Division of Corporation in the State of Florida and shall have perpetual existence.

ARTICLE V

The aggregate number of shares which this Corporation shall have authority to issue is 20,000,000 shares of common stock having no par value. Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall only be one (1) class of stock of this Corporation.

ARTICLE VI

The name and street address of the Registered Agent of this Corporation shall be:

GUY D. SPERDUTO
8963 STIRLING ROAD SUITE 101
COOPER CITY, FLORIDA 33328

ARTICLE VII

The number of directors of the Corporation's Board of Directors shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

This Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent authorized or permitted by the Florida Business Corporation Act and other applicable law, as now or hereafter in effect, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (each a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of this Corporation or, while a director or officer of this Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of this Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the directors of this Corporation. The right to indemnification conferred by this Article EIGHTH shall be a contract right and shall include the right to be paid by this Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon this Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article EIGHTH.

This Corporation may, to the extent authorized from time to time by the directors of the Corporation, provide rights to indemnification and to the advancement of expenses to other employees and agents of this Corporation similar to those conferred in this Article EIGHTH to directors and officers of this Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire

under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article EIGHTH shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

* * *

3. That the foregoing amendment and restatement was approved by the shareholders of the requisite number of shares of this corporation in accordance with Section 607.1003 of the Florida Business Corporation Act.
4. That these Articles of Incorporation, which restate and integrate and further amend the provisions of the Corporation's Articles of Incorporation, have been duly adopted in accordance with Sections 607.1001 and 607.1003 of the Florida Business Corporation Act.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on January 10, 2024.

By: /s/ Jennifer Cheng
Jennifer Cheng, President

**CERTIFICATE REGARDING THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FYISOFT, INC.**

FYIsoft, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes), for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

1. The name of the Corporation is FYIsoft, Inc.
2. The Corporation's Articles of Incorporation were initially filed with the Department of State of the State of Florida on November 14, 2016, (and were assigned Document Number P16000074799).
3. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain various amendments to the Corporation's Articles of Incorporation, all as set forth in full in the attachment hereto.
4. The Amendment and Restatement hereby made to the Articles of Incorporation of the Corporation was duly adopted by written consents executed by the sole shareholder and all the members of the Board of Directors of the Corporation as of the 10th day of January 2025, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 10th day of January 2025.

FYIsoft, Inc.

/s/ Jennifer Cheng

By: Jennifer Cheng

Its: President