

AL0000094210

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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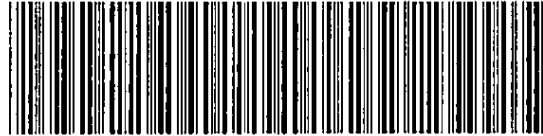
(Business Entity Name)

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EST 1983  
T. SCHROEDER

TS

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

ACCOUNT NO. : I20000000195

REFERENCE : 023099 5174517

AUTHORIZATION : 

COST LIMIT : \$ 35.00

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ORDER DATE : October 24, 2019

ORDER TIME : 12:36 PM

ORDER NO. : 023099-010

CUSTOMER NO: 5174517  
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DOMESTIC AMENDMENT FILING

NAME: LUGANO CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUGANO CAPITAL, INC.**

1. The name of the Corporation is Lugano Capital, Inc. (the "Corporation").
2. The Corporation was initial formed as a limited liability company and filed its Articles of Organization on December 11, 2015, which were amended on February 25, 2016. The Corporation was converted into a corporation by filing its Certificate of Conversion and Articles of Incorporation (the "Articles") with the Florida Secretary of State on November 28, 2016 under Document Number P16000094210. The Articles were amended by filing Articles of Amendment to the Articles of Incorporation with the Florida Secretary of State on December 27, 2016 under Document Number P16000094210.
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved unanimously by the shareholders and directors of the Corporation by written consents each respectively dated as of October 24, 2019, in accordance with the applicable provisions of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholder was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Lugano Capital, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 6600 Taft Street, Suite 200, Hollywood, FL 33024.

**ARTICLE III  
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE IV  
DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 100 common shares, par value \$0.01 per share. The voting powers of this Corporation shall be vested in the common stock above designated.

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JANUARY 1, 2020

**ARTICLE VI  
NUMBER OF DIRECTORS**

The Board of Directors of the Corporation (the "Board") shall consist of at least one (1) director. The number of directors of the Corporation may be changed at any time in accordance with the Bylaws of the Corporation (the "Bylaws").

**ARTICLE VII  
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board.

**ARTICLE VIII  
DIRECTORS**

The following persons are hereby appointed to serve as members of the Board until their respective successor is duly appointed and qualified or until their death, resignation or removal, pursuant to the provisions of Section 607.0808, Florida Statutes and the provisions of the Bylaws:

<u>Name of Director</u>	<u>Address</u>
Sobhan Arafa	6600 Taft Street, Suite 200, Hollywood, FL 33024
Emil Budilovsky	6600 Taft Street, Suite 200, Hollywood, FL 33024
Amiram Sharabi	6600 Taft Street, Suite 200, Hollywood, FL 33024

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TALLAHASSEE, FLORIDA

**ARTICLE IX  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301, and the name of its registered agent at such address is Corporation Service Company.

**ARTICLE X  
INDEMNIFICATION**

A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended; (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

[SIGNATURE ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on October 24, 2019

Lugano Capital, Inc.

By: 

Name: Sohman Arafa

Title: President

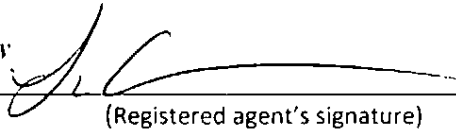
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COUNTY OF SAN DIEGO  
CALIFORNIA

**Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: \_\_\_\_\_



(Registered agent's signature)

Lydia Cohen  
Asst. Vice President

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JANUARY 10 2019