

Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000215995 3)))



H190002159953ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 617-6380

From:

Account Name : CARLTON FIELDS
 Account Number : 076077000355
 Phone : (813) 223-7000
 Fax Number : (813) 229-4133

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

john@johnscooperpa.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CANOPY COMMUNICATIONS GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amended & Restated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CANOPY COMMUNICATIONS GROUP, INC.**

Canopy Communications Group, Inc., a Florida corporation, pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act ("FBCA") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Canopy Communications Group, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is: 119 N. Walnut Street, Starke, Florida 32091.

ARTICLE III

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida and, in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the FBCA.

ARTICLE IV

Capital Stock

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is Ten Million (10,000,000) common shares, having a par value of \$0.0001 per share ("Common Shares").

ARTICLE V

Board of Directors; Election and Removal

A. **Number.** The Board of Directors shall consist of at least one director, with the exact number to be fixed time to time fixed by, or in the manner provided in, the Corporation's bylaws.

B. **Election.** When a quorum is present at any meeting for the election of directors, the vote required for election of a director by shareholders of the Corporation shall be the affirmative vote of a majority of votes cast with respect to the director nominee. A majority of votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director.

2019 JUL 17 AM 10:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Removal. Any or all of the directors of the Corporation may be removed from office only for cause by the shareholders of the Corporation at an annual or special meeting of the shareholders of the Corporation. No action can be taken by the shareholders of the Corporation to remove of any or all directors from office, for any reason whatsoever, except by an annual or special meeting of the shareholders called and held in accordance with the bylaws of the Corporation, and the power of the shareholders to take action by written consent to remove a director of the Corporation from office is specifically denied.

ARTICLE VI

Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation to the extent permitted by law.

ARTICLE VII

Special Meetings of Shareholders

Special meetings of shareholders of the Corporation may be called only by the Chairman of the Board of Directors, if any, the President, the Board of Directors, or by holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at such special meeting.

ARTICLE VIII

Registered Agent and Office

The street address of the registered office of the Corporation is 119 N. Walnut Street, Starke, Florida 32091, and the name of its registered agent at that address is The Law Office of John Cooper, Attention: John Cooper. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IX

Indemnification; Exculpation

A. No Personal Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the fullest extent permitted by the provisions of the FBCA, as the same may be amended and supplemented from time to time (provided that any such amendment or supplement shall not adversely affect any right or protection of any person existing at the time of such amendment or supplement).

B. Indemnification. The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director, officer, employee, or agent of any other enterprises at the request of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees.

C. Expenses. Costs, charges, and expenses (including attorneys' fees) incurred by a person referred to in Section B of this Article IX in defending a civil or criminal suit, action or proceeding shall be paid by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such director to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

D. Exclusions. Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify or advance expenses to a person referred to in Section B of this Article IX with respect to any action, suit, or proceeding (the "Exclusions"): (i) brought by the Corporation against such person for wilful misconduct, unless a court of competent jurisdiction shall have determined by a final, non-appealable judgment, that claims by the Corporation in such action, suit, or proceeding were not made in good faith or were frivolous, (ii) initiated or brought voluntarily by such person and not by way of defense (unless brought to establish or enforce a right to indemnification this Article IX or any other applicable statute or law or the FBCA), or (iii) commence after the Commencement Date, for payments prohibited to be reimbursed, advanced, or be subject to indemnification under any applicable provisions of the federal securities laws. Although the Corporation may not be obligated to indemnify or advance for any of the Exclusions, the Board of Directors may agree to provide such indemnification or advancement of such expenses if the Board of Directors deems it appropriate.

E. Severability. If this Article IX or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director of the Corporation to the fullest extent permitted by all portions of this Article IX that has not been invalidated and to the fullest extent permitted by law. Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article IX, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X Amendment

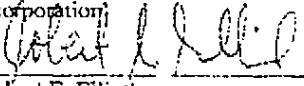
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or conferred herein upon shareholders or directors are granted or conferred subject to this reservation.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation in the name and on behalf of the Corporation on this 16 day of July, 2019.

CANOPY COMMUNICATIONS GROUP, INC.,
a Florida corporation;

By:


Robert E. Elliott,
Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 16th day of July, 2019.

REGISTERED AGENT:

The Law Office of John Cooper

By: 

John Cooper, Authorized Representative
of The Law Office of John Cooper

SECRETARY'S CERTIFICATE
OF
CANOPY COMMUNICATIONS GROUP, INC..

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act ("FBCA"), the undersigned, Canopy Communications Group, Inc. (the "Corporation"), a Florida corporation, certifies as follows:

1. The name of the corporation is Canopy Communications Group, Inc.
2. The Board of Directors of the Canopy Communications Group, Inc. and its shareholders have approved and adopted by all necessary corporate action the Amended and Restated Articles of Incorporation ("Amended and Restated Articles of Incorporation") as attached hereto.
3. In connection with the amendment and restatement of the Corporation's prior articles of incorporation ("Predecessor Articles of Incorporation"), the Board of Directors:
 - (a) approved the deletion of Article VI (name and address of incorporator), Article VII (name and address of the initial directors), and Article VIII (effective date of the Corporation) of the Predecessor Articles of Incorporation (collectively, the "Historical Amendments");
 - (b) approved the following amendment of Article II of the Predecessor Articles of Incorporation by deleting by Article II of the Predecessor Articles of Incorporation in its entirety and replacing it to read as follows:

"ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is: 119
N. Walnut Street, Starke, Florida 32091."

- (c) approved the following amendment of Article III of the Predecessor Articles of Incorporation by deleting by Article III of the Predecessor Articles of Incorporation in its entirety and replacing it to read as follows:

"ARTICLE III
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida and, in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the FBCA."

- (d) approved the following amendment of Article IV of the Predecessor Articles of Incorporation by deleting by Article IV of the Predecessor Articles of Incorporation in its entirety and replacing it to read as follows:

**"ARTICLE IV
Capital Stock**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is Ten Million (10,000,000) common shares, having a par value of \$0.0001 per share ("Common Shares")."

- (e) approved the following amendment of Article V of the Predecessor Articles of Incorporation by deleting by Article V of the Predecessor Articles of Incorporation in its entirety and replacing it to read as follows:

**"ARTICLE V
Board of Directors, Election and Removal**

A. Number. The Board of Directors shall consist of at least one director, with the exact number to be fixed time to time fixed by, or in the manner provided in, the Corporation's bylaws.

B. Election. When a quorum is present at any meeting for the election of directors, the vote required for election of a director by shareholders of the Corporation shall be the affirmative vote of a majority of votes cast with respect to the director nominee. A majority of votes cast means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director.

C. Removal. Any or all of the directors of the Corporation may be removed from office only for cause by the shareholders of the Corporation at an annual or special meeting of the shareholders of the Corporation. No action can be taken by the shareholders of the Corporation to remove of any or all directors from office, for any reason whatsoever, except by an annual or special meeting of the shareholders called and held in accordance with the bylaws of the Corporation, and the power of the shareholders to take action by written consent to remove a director of the Corporation from office is specifically denied."

- (f) approved the addition of a new Article VI to read as follows:

**"ARTICLE VI
Bylaws**

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation to the extent permitted by law."

- (g) approved the addition of a new Article VII to read as follows:

**"ARTICLE VII
Special Meetings of Shareholders**

Special meetings of shareholders of the Corporation may be called only by the Chairman of the Board of Directors, if any, the President, the Board of Directors, or by holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at such special meeting."

- (h) approved the addition of a new Article VIII to read as follows:

**"ARTICLE VIII
Registered Agent and Office**

The street address of the registered office of the Corporation is 119 N. Walnut Street, Starke, Florida 32091, and the name of its registered agent at that address is The Law Office of John Cooper, Attention: John Cooper. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law."

- (i) approved the addition of a new Article IX to read as follows:

**"ARTICLE IX
Indemnification; Exculpation**

A. **No Personal Liability.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the fullest extent permitted by the provisions of the FBCA, as the same may be amended and supplemented from time to time (provided that any such amendment or supplement shall not adversely affect any right or protection of any person existing at the time of such amendment or supplement).

B. **Indemnification.** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director, officer, employee, or agent of any other enterprises at the request of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees.

C. **Expenses.** Costs, charges, and expenses (including attorneys' fees) incurred by a person referred to in Section B of this Article IX in defending a civil or criminal suit, action or proceeding shall

be paid by the Corporation in advance of the final disposition thereof upon receipt of a written undertaking by such director to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of other conditions established from time to time by the Board of Directors or which may be required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

D. Exclusions Notwithstanding the foregoing, the Corporation shall not be obligated to indemnify or advance expenses to a person referred to in Section B of this Article IX with respect to any action, suit, or proceeding (the "Exclusions"): (i) brought by the Corporation against such person for wilful misconduct, unless a court of competent jurisdiction shall have determined by a final, non-appealable judgment, that claims by the Corporation in such action, suit, or proceeding were not made in good faith or were frivolous, (ii) initiated or brought voluntarily by such person and not by way of defense (unless brought to establish or enforce a right to indemnification this Article IX or any other applicable statute or law or the FBCA), or (iii) commence after the Commencement Date, for payments prohibited to be reimbursed, advanced, or be subject to indemnification under any applicable provisions of the federal securities laws. Although the Corporation may not be obligated to indemnify or advance for any of the Exclusions, the Board of Directors may agree to provide such indemnification or advancement of such expenses if the Board of Directors deems it appropriate.

E. Severability If this Article IX or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director of the Corporation to the fullest extent permitted by all portions of this Article IX that has not been invalidated and to the fullest extent permitted by law. Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article IX, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision."

- (j) approved the addition of a new Article X to read as follows:

"ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or

confessed herein upon shareholders or directors are granted or confessed subject to this reservation."

The amendments in Section 3(b) and 3(j) of this Certificate are referred to herein as the "New Amendments."

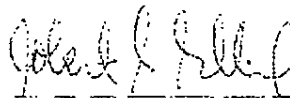
4. In an action taken by written consent pursuant to Section 607.0821 of the FBCA, effective July 16, 2019, the Board of Directors of the Corporation unanimously approved the Historical Amendments and the New Amendments and recommended that shareholders of the Corporation approve both the Historical Amendments and the New Amendments. In an action taken by written consent pursuant to Section 607.0704 of the FBCA, effective July 16, 2019, all of the shareholders of the Corporation unanimously approved both the Historical Amendments and the New Amendments. In accordance with the foregoing, both the Historical Amendments and the New Amendments were approved in accordance with Section 607.1003 of the FBCA.

5. Pursuant to the foregoing, the duly adopted Amended and Restated Articles of Incorporation supersede and the original Articles of Incorporation and all amendments thereto.

Dated this 16th day of July, 2019.

CANOPY COMMUNICATIONS GROUP, INC.

By:



Robert E. Elliott,
Secretary