

P170000062251

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

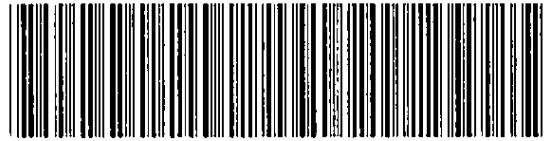
(Document Number)

Filed Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900405481679

*Merged*

FILED

2023 MAR 31 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

2023 MAR 31 AM 10:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


A. RAMSEY

APR -3 2023

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

ACCOUNT NO. : I20000000195

REFERENCE : 626349 4338256

AUTHORIZATION : 

COST LIMIT : \$ 78.75

ORDER DATE : March 31, 2023

ORDER TIME : 9:32 AM

ORDER NO. : 626349-015

CUSTOMER NO: 4338256

ARTICLES OF MERGER

QB SNEAK MERGER SUB, INC.

INTO

DISTRIBUTED WEBSITE  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland-sorenson

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

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Distributed Website Corporation  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

**John Stchur**

Contact Person

**Distributed Website Corporation**

Firm/Company

**550 North Reo St., Ste. 300**

Address

**Tampa, FL 33609**

City/State and Zip Code

**john.stchur@rschooltoday.com**

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

For further information concerning this matter, please call:

**Jin Koh**

Name of Contact Person

At ( **734** ) **214-7632**

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**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

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

# ARTICLES OF MERGER

FILED

2023 MAR 31 AM 10:14

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Distributed Website Corporation</u>	<u>FL</u>	<u>Corp.</u>	<u>P17000062251</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>QB Sneak Merger Sub, Inc.</u>	<u>DE</u>	<u>Corp.</u>	<u>N/A</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

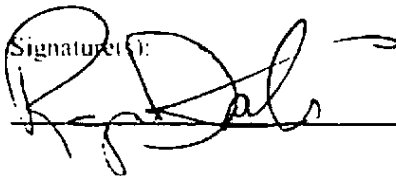
**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Distributed Website Corporation

QB Sneak Merger Sub, Inc.

Signature(s):



Typed or Printed  
Name of Individual:

Raymond Dretske

Corporations:

Chairman, Vice Chairman, President or Officer

*(If no directors selected, signature of incorporator.)*

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

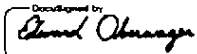
Limited Liability Companies:

Signature of an authorized person

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Distributed Website Corporation		Raymond Dretske
QB Sneak Merger Sub, Inc.	<div>DocuSigned by </div>	Edward Oberwager

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**DISTRIBUTED WEBSITE CORPORATION**

**(Pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the “Act”))**

DISTRIBUTED WEBSITE CORPORATION, a corporation organized and existing under and by virtue of the provisions of the Act, DOES HEREBY CERTIFY THAT:

1. The name of this corporation is Distributed Website Corporation (the “Corporation”), and that this corporation was originally incorporated pursuant to the Act on July 21, 2017 and assigned Document Number P17000062251.

2. That these Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation and approved by the shareholders of the Corporation on March 31, 2023, the number of votes cast for the amendment by the shareholders was sufficient for approval.

3. The Board of Directors of the Corporation duly adopted resolutions setting forth the proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof and recommended that such amendment and restatement of the Articles of Incorporation of the Corporation be adopted by the shareholders of the Corporation.

4. The proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof has been duly adopted by the shareholders of the Corporation in accordance with Chapter 607 of the Act.

RESOLVED, that the Articles of Incorporation of this Corporation be amended and restated in its entirety to read as follows:

**ARTICLE I**

The name of this corporation is Distributed Website Corporation.

**ARTICLE II**

The street address of the principal office and mailing address of the Corporation is 2407 Huntington Blvd., Safety Harbor, FL 34695.

**ARTICLE III**

The mailing address and street address of the registered office of the Corporation are 2407 Huntington Blvd., Safety Harbor, FL 34695. The name of the registered agent of the Corporation is Mark Kevitt.



#### ARTICLE IV

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE V

The Corporation shall have authority to issue 100 shares of Common Stock with a par value of one cent (\$0.01) per share.

#### ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the bylaws of the Corporation, as in effect from time to time (the "Bylaws"). The election of directors need not be by written ballot unless the Bylaws shall so require.

#### ARTICLE VII

The Board of Directors of the Corporation is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation, except as may be otherwise provided in the Bylaws.

#### ARTICLE VIII

A. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Act.

B. Insurance. The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

C. Limitation of Director Liability. The Corporation hereby eliminates, to the fullest extent permitted by law, the personal liability of any person who serves as a director of the corporation to the Corporation and/or its shareholders for monetary damages for breach of fiduciary duty as a director; however, that if in the future the Act is amended or modified to permit the elimination of the personal liability of a director of the Corporation to a greater extent than contemplated above, then the provisions of this Article VIII shall be deemed to be automatically amended to provide for the elimination of the personal liability of the directors of the Corporation to such greater extent.

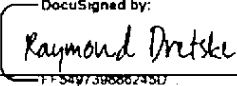
D. Prospective Repeal or Amendment. Any repeal or amendment of this Article VIII by the shareholders of the Corporation or by changes in applicable law shall, to the extent permitted by

applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director, officer, employee or agent of the Corporation, or any limitation of a director's liability to the Corporation, existing at the time of such repeal or amendment.

*[remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by Raymond Dretske, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, this 31st day of March, 2023.

DISTRIBUTED WEBSITE CORPORATION

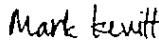
By :    
Name: Raymond Dretske   
Title: President

**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article Three of the foregoing Articles of Incorporation of **DISTRIBUTED WEBSITE CORPORATION** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED** this 31st day of March, 2023.

**REGISTERED AGENT:**

DocuSigned by:  
  
390034EB314141D  
\_\_\_\_\_  
Mark Kevitt