

P17000069179

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

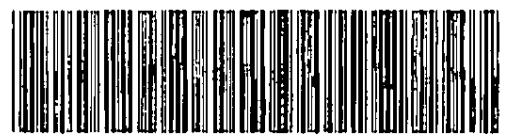
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100313042891

05/08/18--01022--003 **35.00

FILED
2018 MAY -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended/Restated

MAY 10 2018
ALBRITTON



May 7, 2018

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

Re: Amended and Restated Articles of Incorporation for Leaf Vertical Inc

Dear Sir/Madam:

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

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,

Kimberly Tupper
Legal Assistant to
Edward R. Alexander, Esq.

Enclosures (2)

FILED
2018 MAY -8 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEAF VERTICAL INC**

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

1. Pursuant to §§607.1003, 607.1006 and 607.1007, Florida Statutes, on April ____, 2018, the members of the Board of Directors and all of the shareholders of the Corporation unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Corporation, amending and restating the Corporation's Articles of Incorporation of August 17, 2017.

ARTICLE I. Name

The name of this Corporation is:

Leaf Vertical, Inc.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 805 S. Kirkman Road, Unit 202, Orlando, FL 32811.

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 twelve million six hundred thousand (12,600,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Nine million six hundred thousand (9,600,000) 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.

Section 3. Preferred Stock. Three million (3,000,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the "Preferred Stock"). Except for the Series A Preferred Stock designated in accordance with Section 4 of this ARTICLE IV, 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 the Act.

Section 4. Designation of Series A Preferred Stock. Of the three million (3,000,000) shares of capital stock of this Corporation designated as Preferred Stock in accordance with Section 3 of this ARTICLE IV, a total of three hundred twelve thousand five hundred (312,500) shares shall be designated as "Series A Preferred Stock" with the rights, preferences, privileges, and restrictions set forth below in this Section 4 (notwithstanding any contrary provisions of Section 5, 6 or 7 of this ARTICLE IV).

(A) **Voting Rights.** Each share of Series A Preferred Stock shall be:

- (1) entitled to that number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 5 of this ARTICLE IV, except as otherwise expressly provided in this Section 4 or as otherwise required by law, voting together with the all other shares of Series A Preferred Stock as a single class; and
- (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation.

Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Series A Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(B) **Liquidation Preference.** Upon the liquidation of the Corporation, the holders of the Series A Preferred Stock shall by reason of their ownership thereof, be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock and, subject to the provisions of Section 4(D), the Additional Preferred Stock (as defined in Section 4(D)), an amount equal to \$3.20 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, recapitalizations, stock distributions, and stock dividends) plus an amount equal to all declared but unpaid dividends, if any (being the "Series A Preferred Amount"). If upon the liquidation of the Corporation, the assets and funds distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to all such holders of Series A Preferred Stock of the full Series A Preferred Amount due them, then, subject to the provisions of Section 4(D), the entire assets and funds of the Corporation legally available for distribution shall be divided between the Series A Preferred Stock on a pro rata basis.

(C) **Conversion.** The holders of Series A Preferred Stock shall have conversion rights as follows:

- (1) **Right to Convert.** Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits,

combinations, consolidations, recapitalization, and stock dividends or distributions.

- (2) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions, immediately prior to the earlier of the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

- (D) Designation of Preferred Stock with Rights, Privileges, or Preferences Superior to the Series A Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Corporation may, in accordance with these Amended and Restated Articles of Incorporation, designate (and issue) all or any portion of the remaining authorized but unissued Preferred Stock (the "Additional Preferred Stock") as having rights, preferences, privileges, including, without limitation, conversion, voting, liquidation, and dividend preferences, that are superior to those of the previously designated and issued Series A Preferred Stock without the approval of the holders of the issued and outstanding Series A Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$3.20, subject to adjustment for splits, combinations, consolidations, recapitalization, and stock dividends or distributions; and
- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Shares.

Section 5. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock and any other series of Preferred Stock that may be designated, 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 one vote per share held for all matters upon which shareholders have the right to vote.

Section 6. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock and any other series of 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 7. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Series A Preferred Stock and any other series of Preferred Stock that may be established, from time to time, in accordance with Section 3 of this 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 8. 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 Corporation shall exist perpetually unless and until 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.

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.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation were unanimously approved by the shareholders of the Corporation.

3. The members of the Board of Directors of the Corporation approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 18th day of April, 2018.


Beaudon Spaulding, President

Confirmation
of
Registered Office and Registered Agent
and
Acceptance of Appointment as Registered Agent

In connection with the filing of Amended and Restated Articles of Incorporation for Leaf Vertical, Inc. (the "Corporation"), the undersigned states and confirms that: (1) the registered office of the Corporation is 805 S. Kirkman Road, Unit 202, Orlando, FL 32811; and (2) the name of the registered agent of the Corporation is Beaudon Spaulding.


Beaudon Spaulding, President

In connection with the filing of Amended and Restated Articles of Incorporation for the Corporation, the undersigned states and confirms that he is familiar with the obligations of the registered agent and previously accepted the appointment to serve as the initial registered agent of the Corporation.


Beaudon Spaulding