

P180000011485

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Amended/Restated

OCT 18 2019
1 ALBRITTON

IA

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserve.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 10/15/2019

PRIORITY Routine

OUR REF # (Order ID#) 774415

ORDER ENTITY

HEARTPOINT GLOBAL INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

HEARTPOINT GLOBAL INC. (FL)

File the attached amended and restated document and provide a certified copy as evidence.

NOTES:

\$43.75 Authorized - Please honor the original submission date as the file date, thanks!

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 16, 2019

INCORPORATING SERVICES, LTD.
1540 GLENWAY DRIVE
TALLAHASSEE, FL 32301

SUBJECT: HEARTPOINT GLOBAL INC.
Ref. Number: P18000011485

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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

Irene Albritton
Regulatory Specialist II

Letter Number: 219A00021295

2019 OCT 17 PM 3:43

HEARTPOINT GLOBAL INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION

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2019 OCT 15 PM 12:55

ARTICLE I: NAME

The name of the corporation is HEARTPOINT GLOBAL INC.

ARTICLE II: AGENT FOR SERVICE OF PROCESS

The address of the corporation's registered office in the State of Florida is One Alhambra Plaza, PH Floor, Coral Gables FL 33134. The name of the registered agent of the corporation at that address is Mr. Seth Bogner.

ARTICLE III: PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporations Act of the State of Florida (the "*Florida Business Corporations Act*").

ARTICLE IV: AUTHORIZED STOCK

1. Total Authorized. The total number of shares of all classes of capital stock that the corporation has authority to issue is Fifty-five Million (55,000,000) shares, consisting of: Fifty Million (50,000,000) shares of Common Stock, \$0.01 par value per share ("*Common Stock*"), and Five Million (5,000,000) shares of preferred stock, \$0.01 par value per share (the "*Preferred Stock*," which shall be designated as provided below in section B(i)(d) of this Article).

A. COMMON STOCK

(i) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of Preferred Stock of any series as may be designated by the Board of Directors at any time and from time to time, and the shares of Common Stock held by any holder thereof shall be and remain at all times subject to the superior voting, dividend and liquidation rights, if any, imposed on the holders of Common Stock by any future authorization and issuance by the corporation of any such series of Preferred Stock, and no holder of Common Stock shall be entitled to vote on or dissent in any action taken by the corporation through its Board of Directors to authorize or issue Preferred Stock of any series. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) at any time and from time to time by the corporation's Board of Directors pursuant to Section 607.10025(2) of the Florida Business Corporations Act.

(ii) Voting. Holders of Common Stock shall have voting rights at all meetings of stockholders, each such holder being entitled to one vote for each share of Common Stock held by such holder; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to these Amended and Restated Articles of Incorporation (which, as used herein, shall mean the articles of incorporation of the Corporation, as amended from time to time, including the terms of any Certificate of Designations (defined below) of any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to these Amended and Restated Articles of Incorporation or the Florida Business Corporation Act. There shall be no cumulative voting.

(iii) Dividends and Distributions. Shares of Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any dividends or distributions as may be declared and paid from time to time by the Board of Directors out of any assets of the corporation legally available therefor.

(iv) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK

(i) Authorization. Authority is hereby expressly granted exclusively to the Board of Directors from time to time to: (a) determine and authorize the issuance by the corporation of the Preferred Stock in one or more series; (b) in connection with the creation of any such series, adopt a resolution or resolutions providing for the issuance of the shares thereof; (c) file a certificate of designations (each a "*Certificate of Designations*") relating thereto in accordance with the Florida Business Corporation Act; and (d) determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the fullest extent now or hereafter permitted by the Florida Business Corporation Act. Without limiting the generality of the foregoing, the resolution or resolutions providing for the adoption of a Certificate of Designations and the issuance of any related series of Preferred Stock may provide that such series shall be superior to or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the

qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

(ii) Number of Shares. The number of authorized shares of Preferred Stock of any series may be increased or decreased (but not below the number of shares thereof then outstanding) by the corporation's Board of Directors pursuant to Section 607.10025(2) of the Florida Business Corporations Act, without a separate vote of the holders of the Preferred Stock or any series thereof, unless a vote of any such holders is required pursuant to the terms hereof, including any Certificate of Designations designating a series of Preferred Stock, the holders of which are affected by such action.

(iii) Additional Series of Preferred Stock. Except as otherwise expressly provided in any Certificate of Designations designating any series of Preferred Stock pursuant to the foregoing provisions of this ARTICLE IV, any new series of Preferred Stock may be designated, fixed and determined as provided herein exclusively by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting powers, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or *pari passu* with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

C. SUBDIVISIONS, COMBINATIONS OR RECLASSIFICATIONS

Authority is hereby expressly granted exclusively to the Board of Directors from time to time to subdivide, combine or reclassify issued and outstanding shares of Common Stock or Preferred Stock provided that (i) the shares of the class or series are proportionately subdivided, combined or reclassified in a manner that maintains the same proportionate equity ownership between the holders of the outstanding holders of such class or series on the record date for such subdivision, combination or reclassification, and (ii) the corporation has first obtained any affirmative vote or written consent of the holders of a majority of the outstanding shares of such class or series required hereunder (including any Certificate of Designations designating a series of Preferred Stock, the holders of which are affected by such action) or by applicable law.

D. MERGER OR CONSOLIDATION

In the case of any distribution or payment in respect of the shares of any class or series upon the consolidation or merger of the Corporation with or into any other entity, or in the case of any other transaction having an effect on stockholders substantially similar to that resulting from a consolidation or merger, such distribution or payment shall be made ratably on a per share basis among the holders of the Common Stock and the Preferred Stock as their interests hereunder or under any Certificate of Designations may require; provided, however, that shares of one such class or series may receive different or disproportionate distributions or payments in connection with such merger, consolidation or other transaction if such merger, consolidation or other transaction is approved by the separate affirmative vote or written consent of the holders of a

majority of the outstanding shares of each such class or series disproportionately affected by such merger, consolidation or other transaction.

E. APPROVAL OF CHANGE OF CONTROL

Until the earlier of (i) the listing of the Common Stock of the corporation for quotation on a national exchange, and (ii) the first date on which the outstanding shares of Common Stock represent less than thirty-five percent (35%) of the total voting power of the then outstanding shares of the corporation then entitled to vote generally in the election of directors, the corporation shall not consummate a Change in Control Transaction (as defined below) without first obtaining the affirmative vote or written consent of the holders of a majority of the then outstanding shares of Common Stock, voting as a separate class, in addition to any other vote required by applicable law, these Amended and Restated Articles of Incorporation (including any Certificate of Designations) or the Bylaws; for purposes of this section, a "*Change in Control Transaction*" means the occurrence of any of the following events: (1) the sale, lease, exchange, encumbrance or other disposition (other than licenses that do not constitute an effective disposition of all or substantially all of the assets of the corporation and its subsidiaries taken as a whole, and the grant of security interests in the ordinary course of business) by the corporation of all or substantially all of the corporation's assets; or (2) the merger or consolidation of the corporation with or into any other entity, other than a merger or consolidation that would result in the Common Stock of the corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its sole parent entity) more than fifty percent (50%) of the total voting power represented by the voting securities of the corporation or such surviving entity or its sole parent entity outstanding immediately after such merger or consolidation.

F. RESERVATION OF STOCK

The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of eligible Preferred Stock of any series into shares of Common Stock.

G. PROTECTIVE PROVISION

The corporation shall not, whether by merger, consolidation or otherwise, amend, alter, repeal or waive Sections A through F, inclusive, of this Article IV (or adopt any provision inconsistent therewith), without first obtaining the affirmative vote or written consent of the holders of a majority of the then outstanding shares of Common Stock, voting as a separate class, in addition to any other vote required by applicable law, these Amended and Restated Articles of Incorporation (including any Certificate of Designations) or the Bylaws.

ARTICLE V: AMENDMENT OF BYLAWS

1. By the Directors. The Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation. Any adoption, amendment or repeal of the Bylaws of the corporation by the Board of Directors shall require the approval of a majority of the Whole Board. For purposes of these Amended and Restated Articles of Incorporation, the term "*Whole Board*" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

2. By the Stockholders. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation. In addition to any vote of the holders of any class or series of stock of the corporation required by applicable law or by these Amended and Restated Articles of Incorporation (including any Certificate of Designations), such adoption, amendment or repeal of the Bylaws of the corporation by the stockholders shall require the affirmative vote of a majority in voting power of all of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class. In addition to any vote of the holders of any class or series of stock of the corporation required by applicable law or by these Amended and Restated Articles of Incorporation (including any Certificate of Designations), such adoption, amendment or repeal of the Bylaws of the corporation by the stockholders shall require the affirmative vote of the holders of at least two-thirds of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VI: MATTERS RELATING TO THE BOARD OF DIRECTORS

1. Director Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by these Amended and Restated Articles of Incorporation (including any Certificate of Designations) or the Bylaws of the corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation.

2. Number of Directors. Subject to any investors' rights agreement in force (as the same may from time to time be amended) or the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by resolution adopted by a majority of the Whole Board.

3. Classified Board. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, as of August 31, 2019, the directors shall be divided, with respect to the time for which they severally hold office, into three classes designated as Class I, Class II and Class III, respectively (the "*Classified Board*"). The Board of Directors may assign members of the Board of Directors in office to the several classes of the Classified Board. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by a majority of the Board of Directors, with the number of directors in each

class to be divided as equally as reasonably possible. The initial term of office of the Class I directors shall expire at the corporation's first annual meeting of stockholders following the date on which the Classified Board becomes effective, the initial term of office of the Class II directors shall expire at the corporation's second annual meeting of stockholders following the date on which the Classified Board becomes effective, and the initial term of office of the Class III directors shall expire at the corporation's third annual meeting of stockholders following the date on which the Classified Board becomes effective. At each annual meeting of stockholders following the date on which the Classified Board becomes effective, directors elected to succeed those directors of the class whose terms then expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election.

4. Term and Removal. Each director shall hold office until such director's successor is elected and qualified, or until such director's earlier death, disability, resignation or removal. Any director may resign at any time upon notice to the corporation given in writing or by any electronic transmission permitted in the corporation's Bylaws or in accordance with applicable law. Subject to the rights of the holders of any series of Preferred Stock with respect to directors elected thereby, from and after the effective date of the Classified Board set forth above in Section 3 of this Article, no director may be removed except for cause and only by the affirmative vote of the holders of at least a majority of the voting power of the then-outstanding shares of capital stock of the corporation then entitled to vote at an election of directors voting together as a single class. No decrease in the number of directors constituting the Whole Board shall shorten the term of any incumbent director.

5. Board Vacancies. Subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, from and after the effectiveness of the Classified Board, any vacancy occurring in the Board of Directors for any cause, and any newly created directorship resulting from any increase in the authorized number of directors, shall [unless (a) the Board of Directors determines by resolution that any such vacancy or newly created directorship shall be filled by the stockholders or (b) otherwise required by applicable law] be filled only by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which the director has been elected expires or until such director's successor shall have been duly elected and qualified.

6. Vote by Ballot. Election of directors need not be by written ballot.

ARTICLE VII: DIRECTOR LIABILITY; INDEMNIFICATION

1. Limitation of Liability. To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Florida Business Corporations Act is hereafter amended to authorize the elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be

eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended.

2. Indemnification. The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or serves or served at any other enterprise as a director or officer at the request of the corporation or any predecessor of the corporation.

3. Change in Rights. No amendment or repeal of this ARTICLE VII, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this ARTICLE VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII: MATTERS RELATING TO STOCKHOLDERS

1. Action by Written Consent of Stockholders. Subject to the rights of the holders of any series of Preferred Stock with respect to actions by the holders of shares of such series, any action that could be taken by the stockholders of the corporation at a duly called annual or special meeting of stockholders may be taken by the stockholders of the corporation by written consent.

2. Special Meeting of Stockholders. Subject to the rights of the holders of any series of Preferred Stock with respect to actions by the holders of shares of such series, special meetings of the stockholders of the corporation may be called only by (i) the holders of not less than 50 percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting who sign, date and deliver to the corporation's secretary, not less than 45 days before the proposed date of any such special meeting, one or more written demands for the meeting, describing in detail the specific purpose or purposes for which it is to be held, and (ii) the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board, the Chief Executive Officer, President or the Chairperson of the Board, and may not be called by any other person or persons. Business transacted at special meetings of stockholders shall be confined to the purpose or purposes stated in the notice of meeting.

3. Advance Notice of Stockholder Nominations. Advance notice of stockholder nominations for the election of directors of the corporation and of business to be brought by stockholders before any meeting of stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

4. Business Combinations. The corporation elects not to be governed by Section 607.0902(2) of the Florida Business Corporations Act pertaining to the number of votes of the holders of capital shares of the corporation other than the shares beneficially owned by an interested shareholder required to approve an affiliated transaction.

ARTICLE IX: CHOICE OF FORUM

Unless the corporation consents in writing to the selection of an alternative forum, the state and federal courts of the State of New York, sitting in the County of New York, shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by, or other wrongdoing by, any director, officer, employee or agent of the corporation to the corporation or the corporation's stockholders, (3) any action asserting a claim arising pursuant to any provision of the Florida Business Corporations Act or the corporation's Amended and Restated Articles of Incorporation or Bylaws, (4) any action to interpret, apply, enforce or determine the validity of the corporation's Amended and Restated Articles of Incorporation or Bylaws, or (5) any action asserting a claim governed by the internal affairs doctrine, in each such case subject to said courts having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this ARTICLE IX.

ARTICLE X: FURTHER AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation or any provision of applicable law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the capital stock of this corporation required by applicable law or by these Amended and Restated Articles of Incorporation, any amendment to or repeal of this ARTICLE X or ARTICLE IV, ARTICLE V, ARTICLE VI, ARTICLE VII, ARTICLE VIII or ARTICLE IX of these Amended and Restated Articles of Incorporation (or the adoption of any provision inconsistent therewith) shall require the affirmative vote of the holders of at least two-thirds of the voting power of the then outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

* * * * *

September 1, 2019

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated October 15, 2019

Signature Paul A. Price
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Paul A. Price

(Typed or printed name of person signing)

Secretary

(Title of person signing)