

P18000021452

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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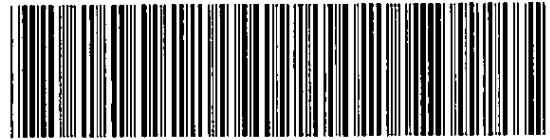
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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300403168923

*Amended &  
Restated*

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2023 MAR -6 AM 10:33

2023 MAR -6 PM 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TALLAHASSEE, FLORIDA

A. RAMSEY

MAR 07 2023

*Teresa gave permission  
to file Amended & Restated  
Articles only.*

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

Please use funds from acct 120210000160: AMOUNT: \$35.00  
AUTHORIZATION: \_\_\_\_\_  
SNAPCELL, Inc. P18000021452 *Jan Tiller*  
Business Name Document #

☐ Certified Copy  
☐ Certificate of Status

**NEW FILINGS**

☐ Profit Corp  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other  
☐ **CORP**  
☐ **LLLP**

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name  
☐ APOSTILLE

Country

**AMMENDMENTS**

☒ Amendment  
☐ Resignation  
☐ Change of Registered Agent  
☐ Revocation of Dissolution  
☐ Merger  
☐ Conversion  
☐ Amended and restated Articles  
☐ Statement of Correction

**REGISTRATION/QUALIFICATIONS**

☐ Foreign filing  
☐ Limited Partnership  
☐ Reinstatement  
☐ Other

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

FILED

**SNAPCELL, INC.  
AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

2023 MAR -6 AM 10: 33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SNAPCELL, INC., a Florida for profit Corporation (hereinafter "the Corporation") hereby files this, its Amended and Restated Articles of Incorporation in compliance with Florida Chapter 607 on this 23rd day of February 2021. The Corporation's Articles of Incorporation are set forth and adopted as follows:

**Article I: Business Name.** The name of the corporation is SNAPCELL, INC.

**Article II: Principal Place of Business.** The principal place of business and mailing address of SNAPCELL, INC. is 400 N Ashley Dr, Ste 2600, Tampa, FL 33602.

**Article III: Business Purpose.** The purpose of SNAPCELL, INC. is any and all lawful business.

**Article IV: Stock and Shareholders' Rights.**

- (a) **The Corporation is authorized to issue 10,000 shares of Common Stock.** The aggregate amount of the total authorized capital stock of this corporation is ten thousand (10,000) shares of common stock which shall be all of the same class. Such stock may be issued from time-to-time without action by the directors, for such consideration as may be fixed from time-to-time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment. Such stock shall be common stock of Voting class stock as set forth in "Attachment A", and incorporated herein.
- (b) **Par Value for Authorized Shares.** Authorized Shares shall have a par value of \$129.03.
- (c) **Shareholders Action without a Meeting.** Shareholders may take action without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of holders required to take action are delivered to the corporation by delivery as set forth in this section.
- (d) **Prior offer to corporation to purchase shares.** Exception of transfers to family members. Notwithstanding anything in these articles to the contrary, any shareholder may at any time during his or her lifetime transfer any of that shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of

such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children, or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement. If any transfer of shares to a shareholder's family member is made, and the corporation has declined or failed to exercise its option to purchase such shares, the transferring shareholder's shares shall be entitled to profit distributions and dividends but shall have no voting rights.

- (c) **Treasury Shares.** If the corporation acquires its own shares, such shares belong to the corporation and constitute treasury shares until disposed of or canceled by the corporation.
- (f) **Stock Certificate.** the shares of stock of the CORPORATION must be transferred in accordance with the provisions of this Agreement and that all certificates of stock shall have stamped on their face as follows:

THE SALE, ASSIGNMENT, EXCHANGE, TRANSFER, DEVISE, BEQUEST OR OTHER DISPOSITION OF, OR THE PLEDGE, MORTGAGE, HYPOTHECATION OR ENCUMBRANCE OF, OR THE CREATION OF ANY SECURITY INTEREST IN, THE SHARES REPRESENTED BY THIS CERTIFICATE IS RESTRICTED BY A SHAREHOLDERS AGREEMENT, DATED FEBRUARY OF 2021, AS MAY BE AMENDED, A COPY OF WHICH IS ON FILE IN THE OFFICE OF THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION AND MAY BE REVIEWED UPON REQUEST.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, OFFERED FOR SALE, SOLD, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR ANY STATE SECURITIES LAWS OR AN APPLICABLE EXEMPTION FROM SUCH REQUIREMENT.

After the endorsement, the certificates shall be returned to the Shareholders who shall, subject to the terms of this Agreement, be entitled to exercise all rights of ownership of that stock. All certificates of the common stock hereafter issued by the CORPORATION shall bear the same endorsement.

**Article V: Registered Agent.** The Registered Agent of SNAPCELL, INC. is BRENT WILLIAMS, CEO of Snapcell Inc., whose address is 400 N Ashley Dr. Ste 2600, Tampa, FL 33602. Brent Williams is in compliance with the requirements set forth in Fla. Stat. § 607.0501, is familiar with, and does accept the responsibilities of Registered Agent.

Brent Williams

Brent Williams, Registered Agent

**Article VI: Incorporator.** The Incorporator of this Corporation is Brent Williams. I am the Incorporator and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State Constitutes a third degree felony in the State of Florida. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain active status.

**Article VII: Officers and Directors.** The Officers and Directors of the Corporation are as follows:

- i. Chief Executive Officer & Director: Brent Williams
- ii. Chief Commercial Officer & Director: Tim Smith

**VIII: Management of the Affairs of the Corporation.** The affairs of the Corporation shall be managed by at least two Directors, but never more than seven, and may be increased from time to time, as permitted by the Bylaws of the Corporation. The election of Directors shall be done in accordance with the Bylaws. All Directors and Officers of the Corporation shall be protected from personal liability to the fullest extent permitted by Florida law. The Corporation's Articles of Incorporation may only be amended by a majority vote of those shares entitled to vote at the time of Amendment.

**Article IX: Effective Date.** The effective date of these Articles of Incorporation is the date that this Restatement and Amendment is submitted to the Secretary of the State of Florida.

**THESE DULY ADOPTED AMENDED ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO WERE DULY AUTHORIZED BY UNANIMOUS APPROVAL OF THE CORPORATION'S DIRECTORS, AND DID NOT REQUIRE SHAREHOLDER APPROVAL, PURSUANT TO FLA. STAT. § 607.1003, § 607.1006 AND § 607.1007.**

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on February 23, 2021.

*Brent Williams*  
/s/Brent Williams, Feb 23, 2021 15:21:50  
Brent Williams/Director/CEO

## **ATTACHMENT A**

One Class of Voting Stock. The Corporation is authorized to issue one class of common stock, to be known as Class A Voting Common. Ten Thousand Seven Hundred (10,000) Shares of stock are authorized for Class A. The Class A shares shall have equal voting, dividend and liquidation rights as permitted by law to be approved by shareholders.