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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: National Institute of Firearms, Inc.

DOCUMENT NUMBER: P18000025213

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Antonio Dowels

Name of Contact Person
National Institute of Firearms, Inc.

Firm/ Company
4798 S. Florida Ave. Suite 314

Address
Lakeland, FL 33813

City/ State and Zip Code

adowels@niof.org

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

For further information concerning this matter, please call:

Antonio Dowels at (813) 804-9989

Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE NATIONAL INSTITUTE OF FIREARMS, INC.

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of the National Institute of Firearms, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 14, 2018, Document No. P18000025213.

SECOND: The amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0702 of the Florida Business Corporation Act on April 9, 2019. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of these Articles of Incorporation, which shall be effective and adopted on date prescribed in Article XII, are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation filed on March 14, 2018.

ARTICLE I – NAME

The name of the corporation shall be the National Institute of Firearms, Inc.

ARTICLE II – DURATION

The period of duration of the Corporation shall be perpetual, commencing on the Effective Date prescribed in Article XII.

ARTICLE III – PURPOSE

The Corporation's purpose is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV – CORPORATION ADDRESSES

The Corporation's principal street address is:

National Institute of Firearms, Inc.
4798 S. Florida Ave. Suite 314
Lakeland, FL 33813

The Corporation's mailing address is:

National Institute of Firearms, Inc.
4798 S. Florida Ave. Suite 314
Lakeland, FL 33813

ARTICLE V – COMMON STOCK

5.1 Number and Classes of Shares

The total number of shares of stock the Corporation is authorized to issue is 1,001,000, consisting of 1,000,000 shares of Class A Common Stock (par value of \$0.001), 920 shares of Class B Common Stock (par value of \$0.001), and 80 shares of Class C Common Stock (par value of \$0.001).

5.2 Issuance

The shares of common stock may be issued by the Board of Directors from time to time for consideration, having a value no less than the par value.

5.3 Voting Rights

- (a) Class A Common Stock: Shareholders of Class A Common Stock shall have no voting rights.
- (b) Class B Common Stock: Shareholders of Class B Common Stock shall only have voting rights on the following:
 - Merger or consolidation of the Corporation with another corporation or entity;
 - Acquisition of the Corporation by another corporation or entity; and
 - Dissolution or liquidation of the Corporation.
- (c) Class C Common Stock: Shareholders of Class C Common Stock shall have unlimited voting rights.

5.4 Voting Power and Voting Group

Each shareholder having the right to vote shall be entitled to one (1) vote for each share of common stock. The shareholders entitled to vote on a corporate matter shall vote as one voting group, not as separate classes.

5.5 Transfer Restrictions

- (a) Class A Common Stock Voluntary Transfer: Unless otherwise prohibited or restricted by law, Class A Common Stock shall not have any transfer restrictions.
- (b) Class B and Class C Common Stock Voluntary Transfer: In the event that a shareholder of Class B or Class C Common Stock desires to voluntarily transfer his or her shares ("Seller"), such shares must first be offered to the Corporation and Class B and Class C Shareholders at a price determined by the Seller ("Offer Price"). If the Corporation and Class B and Class C Shareholders reject the offer, and the Seller desires to sell the shares after said rejection, the Seller may then offer those shares to a Third-Party Purchaser (as defined herein). All offers and acceptances shall, and rejections may, be given in written or electronic form, be signed and dated, and provide all applicable terms. Acceptance must be given to the Secretary within thirty (30) calendar days of receipt of the offer; if acceptance is not given in the period defined herein, the offer shall be deemed to be rejected. Offers, acceptances, and rejections (if provided in written or electronic form as prescribed above) shall be provided to the Secretary, and the Secretary shall provide the offer, acceptances, and rejections to the applicable party or parties within three (3) business days. Any acceptance or rejection given to the Secretary shall be deemed receipt of the acceptance or rejection by the Seller. The Offer Price that the Seller offers to the Corporation and Class B and Class C Shareholders shall not change when offered to Third-Party Purchasers. Class B and Class C Common Stock shall be purchased with cash and/or Class A Common Stock (using the Fair Market Value, as defined herein, of such stock), which total combined value is equivalent to the Offer Price.
- (c) Class C Common Stock Transfer Clause: In the event that any shareholder of Class C Common Stock voluntarily transfers any of his or her Class C Common Stock, or in the event of involuntary disposition as prescribed in Subsection 5.5(e) in which the Inheritor receives shares of Class C Common Stock, these Articles shall automatically be amended by the Corporation, without further action by the Board of Directors or shareholders, as set forth in Appendix A herein.

- (d) Violation of Voluntary Transfer: If any shareholder voluntarily transfers any of his or her common stock in any manner that violates, or is not in accordance with, the manner prescribed herein, the transfer is void. A transfer by devise shall be deemed an involuntary disposition and be governed by Subsection 5.5(e).
- (e) Involuntary Disposition: In the event of an involuntary disposition, including, but not limited to, death, devise, or a court order, by a shareholder of Class B or Class C Common Stock ("Disposing Shareholder") which results in an individual or entity that is not the Corporation or a shareholder of Class B or Class C Common Stock inheriting the Disposing Shareholder's shares ("Inheritor"), the Inheritor shall receive such shares automatically and take them subject to all terms and provisions of these Articles. Within three (3) business days of the Secretary being made aware, in any way, that the Inheritor received such shares, the Secretary shall give notice to the shareholders of Class B and Class C Common Stock of the Inheritor's receipt of the shares. Any shareholder of Class B or Class C Common Stock, except the Disposing Shareholder, may, at his or her sole discretion, purchase any or all of the Class B or Class C shares from the Inheritor. A notice to purchase ("Purchase Notice") the Inheritor's shares shall be given in written or electronic form, be signed and dated, and provide all applicable terms. A Purchase Notice must be given to the Secretary within thirty (30) calendar days of the date that the shareholder received notice of the transfer of shares to the Inheritor. The Secretary shall provide the Purchase Notice to the Inheritor within three (3) business days of receiving said notice. Any Purchase Notice given to the Secretary shall be deemed receipt of the notice by the Inheritor. In the event a shareholder of Class B or Class C Common Stock purchases the shares from the Inheritor, the Inheritor shall receive one thousand (1,000) shares of Class A Common Stock for each share of Class B and/or Class C Common Stock that the Inheritor owns.

5.6 Preemptive Rights

No preemptive rights shall exist with respect to shares of common stock of the Corporation.

5.7 Liquidation and Dissolution

Upon any liquidation or dissolution of the Corporation, whether voluntary or involuntary, and after all liabilities and debts have been fully paid, the net assets of the Corporation, if any, shall be divided among and paid ratably to all shareholders of common stock, all who shall be treated as a single group in such distribution.

ARTICLE VI – BOARD OF DIRECTORS

The Corporation shall be governed by its Board of Directors, which shall operate the Corporation in the manner set forth in the Corporation's Bylaws.

ARTICLE VII – REGISTERED AGENT

The registered agent of the Corporation shall be:

Christopher Gillett
4798 S. Florida Ave. Suite 314
Lakeland, FL 33813

ARTICLE VIII – INCORPORATOR

The incorporator of the Corporation shall be:

Antonio Dowels
4798 S. Florida Ave. Suite 314
Lakeland, FL 33813

ARTICLE IX – ARTICLE AMENDMENT

9.1 General

Subject to Subsections 5.5(c) and 9.2 of these Articles, any amendment to the Articles of Incorporation shall be adopted by approval of shareholders who are entitled to vote on the matter.

9.2 Automatic Amendment

In the event that Subsections 5.3 or 5.5 of these Articles are altered in any way, these Articles shall be automatically amended by the Corporation, without further action by the Board of Directors or shareholders, as set forth in Appendix A herein unless the shareholders of Class B Common Stock waive the automatic amendment by Simple Majority Vote (as defined herein).

ARTICLE X – CONFLICTING DOCUMENTS

10.1 Bylaws

The Bylaws shall govern the operation of the Corporation; however, if any provision within the Bylaws conflicts with these Articles of Incorporation, the Articles of Incorporation shall be controlling.

10.2 Other Agreements

Other agreements, such as shareholder agreements, not expressly stated herein shall be permitted; however, if any agreement conflicts with these Articles of Incorporation, the Articles of Incorporation shall be controlling.

ARTICLE XI – DEFINITIONS

11.1 “Corporation” means Stratis, Inc.

11.2 “Fair Market Value” means the closing price of common stock, as quoted on the exchange on which such stock is listed, at the end of the trading day prior to the day in which the common stock is offered for purchase.

11.3 “Simple Majority Vote” means a favorable vote of more than fifty percent (50%).

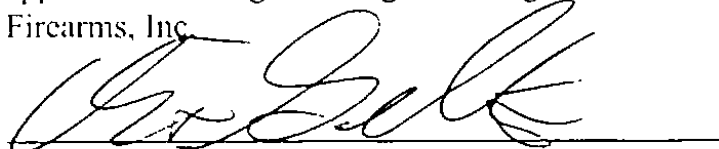
11.4 “Third-Party Purchaser” means any individual or entity that is not the Corporation or a Class B Shareholder or Class C Shareholder.

ARTICLE XII – ADOPTION DATE


Each amendment and restated articles of the Articles of Incorporation shall be adopted on June 18, 2019.

REGISTERED AGENT CONSENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity for the National Institute of Firearms, Inc.



Christopher Gillett



Date

APPENDIX A

This appendix shall apply if, and only if, automatic amendment is required by the Corporation as set forth in Subsections 5.5(c) and 9.2, and such amendment to the Corporation's Amended and Restated Articles of Incorporation shall include the following changes:

1. Subsection 5.3 shall be amended and read as follows:

(a) Class A Common Stock: Shareholders of Class A Common Stock shall have no voting rights.

(b) Class B Common Stock: Shareholders of Class B Common Stock shall have unlimited voting rights.

(c) Class C Common Stock: Shareholders of Class C Common Stock shall only have voting rights on the following:

- Merger or consolidation of the Corporation with another corporation or entity;
- Acquisition of the Corporation by another corporation or entity; and
- Dissolution or liquidation of the Corporation.

2. Subsection 5.5(c) shall be intentionally omitted.

3. Subsection 9.1 shall be amended and read as follows:

Any amendment to the Articles of Incorporation shall be adopted by approval of shareholders who are entitled to vote on the matter.

4. Subsection 9.2 shall be intentionally omitted.

5. Appendix A shall be intentionally omitted.

DIRECTOR/OFFICER AMENDMENT

The Corporation amends the following directors and/or officers:

<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
1. Remove	P/D	Antonio Dowels	N/A
2. Add	P/CEO	Christopher Gillett	4798 S Florida Ave Suite 314 Lakeland, FL 33813

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation.



Christopher Gillett, President

6/18/19
Date