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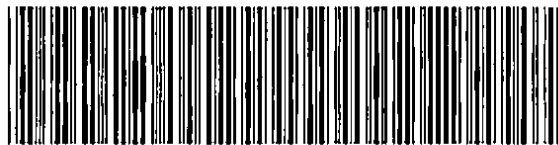
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**DATE: 2/27/19**

**NAME: ORGANIC GROWTH HOLDINGS INC.**

**TYPE OF FILING: AMENDED AND RESTATED ARTICLES**

**COST: 35.00**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ORGANIC GROWTH HOLDINGS INC.**

Pursuant to Sections 607.1002 and 607.1007 of the Florida Business Corporation Act (the "FBCA") this Florida Profit Corporation (this "Corporation") hereby certifies that:

**FIRST:** The Articles of Incorporation of the Corporation were filed with the Secretary of State Florida on May 10, 2018, Document No. P18000043599.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on February 27, 2019. The number of votes cast for the adoption of these Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**Article I**

The name of the Corporation is Organic Growth Holdings Inc.

**Article II**

The principal place of business address of the Corporation is:

17038 West Dixie Highway, Suite 151  
North Miami Beach, FL 33160

The mailing address of the Corporation is:

17038 West Dixie Highway, Suite 151  
North Miami Beach, FL 33160

**Article III**

The purpose for which this corporation is organized is: any and all lawful business under the FBCA.

**Article IV**

The total authorized capital stock of the Corporation consists of 40,000,000 shares, of which 30,000,000 are shares of common stock, at a par value of \$0.001 per share (the "Common Stock"), and 10,000,000 are shares of preferred stock, at a par value of \$0.01 per share (the "Preferred Stock").

The designations and the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock and the Common Stock shall be as follows:

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A. Common Stock. All shares of Common Stock shall be alike in every particular and shall rank equally and be identical in all respects.

B. Preferred Stock. The Preferred Stock may be issued, from time to time, in one or more series, with such designations, voting powers, if any, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors. The Board of Directors, in such resolution or resolutions (a copy of which shall be filed and recorded as required by law), is also expressly authorized to fix:

(i) the distinctive serial designations and the division of such shares into series and the number of shares of a particular series, which may be increased or decreased, but not below the number of shares thereof then outstanding, by a certificate made, signed, filed and recorded as required by law;

(ii) the annual dividend rate (or method of determining such rate) for the particular series, the date or dates upon which such dividends shall be payable, and the date or dates or method of determining the date or dates and if dividends on stock of the particular series shall be cumulative;

(iii) the price or prices at which, the period or periods within which and the terms and conditions upon which the shares of such series may be redeemed, in whole or in part, at the option, if any, of the Corporation;

(iv) the right, if any, of the holders of a particular series or the Corporation to convert such stock into other classes or series of stock or to exchange such stock for shares of any other class of stock or series thereof, and the terms and conditions, if any, including the price or prices or the rate or rates of conversion and the terms and conditions of any adjustments of such conversion prices or rates;

(v) the obligation, if any, of the Corporation to purchase and retire and redeem, in whole or in part, shares of a particular series as a sinking fund or redemption or purchase account, the terms thereof and the redemption price or prices per share for such series redeemed pursuant to the sinking fund or redemption account;

(vi) the voting rights, if any, of the shares of such series in addition to those required by law, including the number of votes per share and any requirement for the approval by the holders of Preferred Stock, or of the shares of one or more series; or of both, as a condition to specified corporate action or amendments to the certificate of incorporation;

(vii) the ranking of the shares of the series as compared with shares of other series of the Preferred Stock in respect of the right to receive payments out of the assets of the Corporation upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(viii) any other rights, obligations, or provisions which may be so determined to the fullest extent permitted by Florida law.

All shares of any one series of Preferred Stock shall be alike in every particular and all series shall rank equally and be identical in all respects except insofar as they may vary with

respect to the matters which the Board of Directors is hereby expressly authorized to determine in the resolution or resolutions providing for the issue of any series of the Preferred Stock.

#### Article V

Upon the filing and effectiveness (the "Effective Time") of these Amended and Restated Articles of Incorporation of the Corporation, each one (1) share of Common Stock outstanding and held by each holder of Common Stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be converted into Ten Thousand (10,000) shares of Common Stock (the "Stock Split")."

#### Article VI

The name and Florida street address of the registered agent is:

Trembly Law Firm  
9700 S. Dixie Hwy. Ph 1100  
Miami, FL 33156

#### Article VII

The directors of the Corporation are:

Title: Director  
Name: Robert Weinstein  
17038 West Dixie Highway, Suite 151  
North Miami Beach, FL 33160

Title: Director  
Name: Mitchel Yeckes  
17038 West Dixie Highway, Suite 151  
North Miami Beach, FL 33160

Title: Director  
Name: Shawn Rogers  
17038 West Dixie Highway, Suite 151  
North Miami Beach, FL 33160

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of February, 2019.

Signature: 

Name: Robert Weinstein

Title: President