

P18000054246

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**Sunshine State Corporate Compliance Company**

3458 Lakeshore Drive, Tallahassee, Florida 32312  
(850) 656-4724

DATE 12/09/2021

**\*\*WALK IN\*\***

ENTITY NAME A Band Of Anglers, Inc

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$43.75

ACCOUNT #: I20160000072

*S R F/H*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
A BAND OF ANGLERS, INC.**

1. The name of this corporation is A Band of Anglers, Inc., a Florida corporation (the "Corporation"), and the principal office address and mailing is 2408 Harbour Cove Drive, Fort Pierce, Florida 34949.

2. The Articles of Incorporation of the Corporation, originally filed June 18, 2018, under Document No. P 18000054246, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is A Band Of Anglers, Inc. Its principal office address and business mailing address is 1145 Via Jardin, West Palm Beach, Florida 33418.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

1. Stock Split.

Effective at 5:00 p.m., on the date of filing of these amended and restated articles of incorporation (the "Effective Time"), each share of capital stock, of all classes, of the Corporation ("Old Shares") issued and outstanding immediately prior to the Effective Time shall be automatically divided, converted, and reclassified into one thousand (1,000) new shares of capital stock ("New Shares") of the Corporation (the "Stock Split"). Each New Share shall have a par value of \$0.0001 per share. No fractional shares shall result from or be issued upon division of the Old

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Shares pursuant to the Stock Split. If the Stock Split would result in the creation of any fractional share, then in lieu of issuing any fractional share, the Corporation shall pay cash in an amount equal to the product of such fraction and the fair market value of one (1) New Share (as determined by the Board of Directors), rounded up to the nearest whole cent.

Each share certificate that, immediately prior to the Effective Time, represented Old Shares shall, from and after the Effective Time, automatically and without the necessity of presenting the certificate for exchange, represent that number of New Shares into which the Old Shares represented by that certificate have been divided, converted, and reclassified in the Stock Split; provided, however, that each holder of record of a share certificate that represented the Old Shares shall receive, upon surrender of such certificate, a new share certificate representing the number of New Shares into which the Old Shares represented by that certificate have been divided, converted, and reclassified in the Stock Split. The Stock Split shall occur whether or not share certificates representing the Old Shares are surrendered to the Corporation.

## 2. Authorized Capital Stock

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is ten million (10,000,000) common shares having a par value of \$0.0001 ("Common Shares"). Of the ten million (10,000,000) Common Shares which the Corporation is authorized to issue: (a) five million (5,000,000) shares will be designated Class A Voting Common Shares ("Class A Shares") and (b) five million (5,000,000) shares will be designated as Class B Non-voting Common Shares ("Class B Shares").

The powers, preferences and rights, and the qualifications, limitations and restrictions of the Corporation's Class A Shares and Class B Shares are as follows:

(i) Holders of the Corporation's Class A Shares and Class B Shares shall, together as a single class, have equal ratable rights to receive dividends when, as and if declared by the Board of Directors, out of funds legally available therefor and are entitled to share ratably in the net assets available for distribution;

(ii) None of the Class A Shares or Class B Shares have any pre-emptive or similar rights and none of the Class A Shares or Class B Shares are redeemable by their respective terms; and

(iii) Holders of Class A Shares shall have one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders; and holders of the Class B Shares shall have no right to vote on any matter to be voted on by the Corporation's shareholders, except to the extent otherwise required by the Florida Business Corporation Act. In the event that no Class A Shares remain issued and outstanding, for any reason whatsoever, then upon the occurrence of such an event all issued and outstanding Class B Shares shall immediately thereupon be entitled one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders thereafter.

#### **ARTICLE V – BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Patrick Sebile	5269 Mammoth Grove Drive - Lake Wales, FL 33898 - USA

Phil Howarth            16 Snow Way, 02653 Orleans, Massachusetts - USA

Thomas Marchand    8200 Byron Avenue #1 - 33141 Miami Beach, FL - USA

Constantin Pellissier   Avenue Leo Errera 42, 1180 Brussels - BELGIUM

**ARTICLE VI- INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 1145 Via Jardin, West Palm Beach, Florida 33418, and the initial registered agent of this corporation at such office shall be Best Options, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**[Signatures on the Following Pages]**

## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 30th day of November, 2021.

**Registered Agent:**

**Best Options, LLC, a Florida  
Limited Liability Company**

By: 

Pascal Gibert, Authorized  
Representative

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 30th day of November, 2021

A Band of Anglers, Corp., a Florida corporation

By: 

Patrick Sebile, President