

1/30/2020
P18000072561
 Division of Corporations
 Florida Department of State
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 UDEEGO, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UDEEGO, INC.**

Dated January 30, 2020

Pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), UDEEGO, Inc., a Florida corporation (the "Corporation"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "Restated Articles") with the Department of State of the State of Florida (the "Department of State"), that:

1. The name of this Corporation is UDEEGO, Inc.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on August 23, 2018, under Document Number P18000072561.
3. These Restated Articles amend and restate in their entirety the Articles of Incorporation of the Corporation, and the Board of Directors of this Corporation has duly adopted and approved by written consent, dated January 30, 2020, these Restated Articles and declared the Restated Articles to be advisable and in the best interests of this Corporation and its stockholders, and authorizing the appropriate officers of this Corporation to solicit the consent of the stockholders. The number of votes cast for the Restated Articles was sufficient for approval.
4. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended and restated in their entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.
5. Exhibit A referred to above is attached hereto as Exhibit A and is hereby incorporated herein by this reference. These Restated Articles were approved by the holders of the requisite number of shares of this Corporation in accordance with the Act.
6. These Restated Articles, which restate and integrates and further amend the provisions of this Corporation's Articles of Incorporation, have been duly adopted in accordance with the Act.

IN WITNESS WHEREOF, these Restated Articles have been executed by a duly authorized officer of this Corporation on this 30th day of January, 2020.

By: /s/ Davis Carson
David Carson, Chief Executive Officer

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Exhibit A
ARTICLES OF INCORPORATION
OF
UDEEGO, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions under Chapter 607 of the Act, does hereby certify as follows:

1. **Name.** The name of the Corporation is UDEEGO, Inc. (hereinafter, the "Corporation").

2. **Registered Office and Agent; Principal Office.** The address of the Corporation's registered office and its principal office in the State of Florida is 113 Pimlico Way, Royal Palm Beach, Florida 33411, County is Palm Beach. The name of its registered agent at such address is Susan D. Penski.

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

4. **Authorized Capital.**

4.1. **Authorized Shares.** The total number of shares of capital stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and five million (5,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock").

4.2. **Common Stock.** Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation (including any Articles of designations relating to 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 are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Articles of Incorporation (including any Articles of designations relating to any series of Preferred Stock) or pursuant to the FBCA.

4.3. **Preferred Stock.** Shares of Preferred Stock may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation or, to the extent permitted by the FBCA, any committee thereof established by resolution of the Board of Directors pursuant to the Bylaws prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of

such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida.

5. ***Amendment of Bylaws.*** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

6. ***Elections of Directors.*** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

7. ***Indemnification.*** A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.