

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HELM CAPITAL CORP.**

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December 5, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HELM CAPITAL CORP.
1450 BRICKELL AVE 23RD FLOOR
MIAMI, FL 33131US

SUBJECT: HELM CAPITAL CORP.
REF: P18000075390

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Irene Albritton
Regulatory Specialist II

FAX Aud. #: H19000347458
Letter Number: 419A00024618

2019 DEC -5 PM 4:03

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HELM CAPITAL CORP.**

The undersigned, Christian Boeger, being the President of HELM CAPITAL CORP., a Florida corporation, hereby states as follows:

1. The Articles of Incorporation were filed with the Secretary of the State of Florida on September 6, 2018 under Document No. P18000075390.

2. Articles of Amendment were subsequently filed on October 4, 2018.

3. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I – NAME

The name of this corporation is HELM CAPITAL CORP. (the "Corporation").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing addresses of the Corporation are:

Mailing Address:

Bilzin Sumberg et al.
1450 Brickell Avenue, 23 Floor
Miami, FL 33131
Attn: Jeffrey Rubinger, Esquire

Street Address:

Bilzin Sumberg et al.
1450 Brickell Avenue, 23 Floor
Miami, FL 33131
Attn: Jeffrey Rubinger, Esquire

ARTICLE III – PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV – CAPITAL STOCK

The Corporation is authorized to issue (i) 100 shares of Voting Common Stock (the "Voting Common Stock"), and (ii) 2,000,000 shares of Non-Voting Common Stock (the "Non-Voting Common Stock"). The holders of the shares of the Voting Common Stock shall have the right to vote on all matters required or permitted to be voted on by the Corporation's shareholders and shall have no other rights, including, without limitation, any rights with respect to (i) distributions (in cash or in property) from the Corporation and (ii) the liquidation proceeds (in

cash or in property) of the Corporation; provided, however, (I) that no amendment, restatement or modification of this Article IV that would have the effect of materially adversely affecting the economic rights of the holders of Non-Voting Common Stock (including, without limitation, their rights to distribution and liquidation proceeds as the holders of Non-Voting Common Stock) may be effectuated without the prior written consent or affirmative vote of the holders of at least a majority of the outstanding shares of each of the Voting Common Stock and Non-Voting Common Stock, and (II) as may be otherwise specifically prohibited by the Florida Business Corporation Act. Except with respect to the preceding proviso, the holders of the Non-Voting Common Stock shall have no voting rights whatsoever with respect to any matters required or permitted to be voted on by the Corporation's shareholders, but will have all other rights, including, without limitation, with respect to (i) distributions (in cash or in property) from the Corporation, (ii) the liquidation proceeds (in cash or in property) of the Corporation and (iii) all other matters affecting the Corporation.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

515 East Park Avenue, 2nd Floor
Tallahassee, FL 32301.

and the name and address of the initial registered agent of the Corporation are:

Capitol Corporate Services, Inc.
515 East Park Avenue, 2nd Floor
Tallahassee, FL 32301.

ARTICLE VI – COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII – OFFICERS AND DIRECTORS

The name and address of the Officers of the Corporation are:

Christian Boeger	President
c/o Bilzin Sumberg et al.	
1450 Brickell Avenue, 23 Floor	
Miami, FL 33131;	

Susana Schulze Schleppinghoff	Vice President
c/o Bilzin Sumberg et al.	
1450 Brickell Avenue, 23 Floor	
Miami, FL 33131; and	


Christian Boeger
c/o Bilzin Sumberg et al.
1450 Brickell Avenue, 23 Floor
Miami, FL 33131; and

The Bylaws of the Corporation may be amended and/or restated by act of the Board of Directors or the shareholders of the Corporation.

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

Subject to the provisions of Article IV, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed this Amended and Restated these Articles of Incorporation as of the 29 day of November, 2019.


Christian Boeger, President