

6/16/23, 9:43 AM

Ronnie Campbell 8004323622

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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
HELM CAPITAL CORP.

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**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. PI 8000075390.
2. Articles of Amendment were filed on October 4, 2018.
3. Amended and Restated Articles of Incorporation were filed on November 29, 2019.
4. 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:

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**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:                          | Street Address:                           |
| 6 Oneida Lane<br>Ft. Lauderdale, FL 33308 | 6 Oneida Lane<br>Ft. Lauderdale, FL 33308 |

**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) 40,100 shares of Voting Common Stock at \$1.00 par value (the "Voting Common Stock"), and (ii) 7,500,000 shares of Non-Voting Common Stock at \$1.00 par value (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



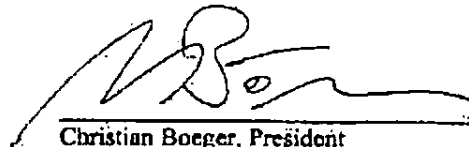
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**ARTICLE X - AMENDMENT**

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.

The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed this Amended and Restated these Articles of Incorporation as of the 15 day of June, 2023.



Christian Boeger, President

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