

12/28/2020

Division of Corporations

H200004413143

Florida Department of State

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RAP SNACKS INC**

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December 29, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RAP SNACKS INC  
150 SE 2ND AVE  
PH6  
MIAMI, FL 33131

SUBJECT: RAP SNACKS INC  
REF: P18000095714

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

You can not file the amendment and and amended and restated articles together.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker  
Regulatory Specialist III

FAX Aud. #: H20000441314  
Letter Number: 120A00026229

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RAP SNACKS INC**

Rap Snacks Inc (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

- (a) The Corporation was incorporated pursuant to the Act on November 20, 2018 as "Rap Snacks Inc". The original articles of incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on November 20, 2018;
- (b) The Board of Directors of the Corporation duly adopted resolutions approving these Amended and Restated Articles of Incorporation of the Corporation, declaring these Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor;
- (c) The shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation by written consent in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (d) These Amended and Restated Articles of Incorporation restate, integrate and amend the original Articles of Incorporation of the Corporation and the text of the Articles of Incorporation is amended and restated to read in full as follows:

**ARTICLE I. NAME**

The name of the Corporation is: Rap Snacks Inc.

**ARTICLE II ADDRESS**

The principal place of business of the Corporation shall be:

150 SE 2<sup>nd</sup> Avenue  
Suite PH6  
Miami, FL 33181

**ARTICLE III. PURPOSE**

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is as follows: Five Million (5,000,000) shares of Common Stock having par value of \$0.0001 per share, divided into two classes consisting of: (a) Two Million (2,000,000) shares of voting Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), and (b) Three Million (3,000,000) shares of non-voting Class B Common Stock, par value \$0.0001 per share ("Class B Common Stock").

The rights, preferences and privileges of the Class A Common Stock and the Class B Common Stock shall be identical in all respects, except that in all matters submitted to the shareholders of the Corporation for a vote, each outstanding share of Class A Common Stock shall be entitled to one (1) vote per share and each outstanding share of Class B Common Stock shall not be entitled to any voting rights, except as otherwise required by law. Holders of Class B Common Stock are not entitled to any notice of meetings of the shareholders, except as required by law. To the extent that holders of Class B Common Stock are entitled to vote as required by law, they shall not vote as a separate class, rather, the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class of stock.

#### **ARTICLE VI. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors.

#### **ARTICLE VIII. LIABILITY; INDEMNIFICATION**

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director 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. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall

be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE IX. AMENDMENTS**

Except as provided in Article VIII above, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

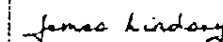
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I, the undersigned President and CEO of the Corporation, has signed these Amended and Restated Articles of Incorporation on the 23 day of December, 2020.

DocuSigned by:



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Name: James Lindsay

Title: President and CEO

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