

8/2/2019

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BASELOAD GROUP, INC.**

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BASELOAD GROUP, INC.**

Pursuant to the Florida Business Corporation Act and specifically Florida Statute §607.1007, Baseload Group, Inc., whose Articles of Incorporation were first filed in Florida effective February 5, 2019 and amended on July 5, 2019, hereby submits these Second Amended and Restated Articles of Incorporation (the "**Second Amended Articles**") to replace entirely any and all previously filed Articles of Incorporation, effective as of August 9, 2019 ("**Effective Date**").

ARTICLE I: NAME

The name of the corporation is: Baseload Group, Inc. (the "**Corporation**").

ARTICLE II: PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Corporation in the State of Florida is: 3948 3rd Street South #381, Jacksonville Beach, Florida 32250-5847.

ARTICLE III: PURPOSE

The Corporation is organized to engage any lawful business permitted under the laws of the State of Florida.

ARTICLE IV: DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation was first formed as Baseload Group, LLC, a Florida limited liability company, on February 1, 2016, and was converted to Baseload Group, Inc., a Florida corporation, as of February 5, 2019. The First Amended Articles were effective as of July 5, 2019 and these Second Amended Articles are effective as of August 9, 2019. The Corporation will exist perpetually.

ARTICLE V: AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 638,889 shares, all of which are common stock with a par value of \$0.01 per share. The Corporation is authorized to issue shares in the following classes of common stock:

"**Class A Common Stock**" means the non-voting Class A Common Stock of the Corporation and any securities issued in respect thereof, or in substitution therefor, in connection with any stock split, dividend or combination, or any reclassification, recapitalization, merger, consolidation, exchange or similar reorganization, the holders of which have made an investment in the Corporation in exchange for the stock. The holders of Class A Common Stock are entitled to receive the net assets of the Corporation upon dissolution and are entitled to dividends as set forth in the Bylaws. Class A Common Stock has no voting rights, except to the extent that such rights must be granted by law, and has no preferences, limitations, or other relative rights unless set forth in the Bylaws, Shareholders' Agreement or as required by law. The Corporation is authorized to issue 83,333 shares of Class A Common Stock.

"**Class B Common Stock**" means the Class B Common Stock of the Corporation and any securities issued in respect thereof, or in substitution therefor, in connection with any stock split, dividend or combination, or any reclassification, recapitalization, merger, consolidation, exchange or similar reorganization, the holders of which are founders of the Corporation. Class B Common Stock has unlimited voting rights, and the holders of Class B Common Stock are entitled to receive the net assets of the Corporation upon dissolution. Holders of Class B Common Stock are also entitled to dividends as set forth in the Bylaws. The Corporation is authorized to issue 500,000 shares of Class B Common Stock. Other preferences, limitations and relative rights of the class are as described in the Shareholders' Agreement, Bylaws, or as required by law.

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"Class C Common Stock" means the Class C Common Stock of the Corporation and any securities issued in respect thereof, or in substitution therefor, in connection with any stock split, dividend or combination, or any reclassification, recapitalization, merger, consolidation, exchange or similar reorganization a class of stock, the holders of which: (a) are service providers who are not founders of the Corporation; (b) have not made investments in the Corporation in exchange for such stock, and (c) have been issued such stock after exercising a stock option, which option was awarded in exchange for services provided to the Corporation. The holders of Class C Common Stock are entitled to receive the net assets of the Corporation upon dissolution and are entitled to receive dividends as set forth in the Bylaws. Class C Common Stock has no voting rights, except to the extent that such rights must be granted by law, and has no preferences, limitations, or other relative rights unless set forth in the Bylaws, Shareholders' Agreement or as required by law. The Corporation is authorized to issue 55,556 shares of Class C Common Stock.

The Corporation reserves any undesignated shares for future designation and issuance.

ARTICLE VI: REGISTERED AGENT & OFFICE

The name and address of the Corporation's registered agent is:

NAME	ADDRESS
ADVOS legal pllc	5000 Sawgrass Circle, Suite 7 Ponte Vedra Beach, Florida 32082

The Corporation may designate another registered agent at any time.

ARTICLE VII: BOARD OF DIRECTORS

The name and address of each director of the Corporation's Board of Directors as of the Effective Date is:

NAME	ADDRESS
Brian Rich	3948 3 rd Street South, #381 Jacksonville Beach, Florida 32250-5847
Ranjit Singh	3948 3 rd Street South, #381 Jacksonville Beach, Florida 32250-5847
John C. Stradley, Jr.	3948 3 rd Street South, #381 Jacksonville Beach, Florida 32250-5847

The number of directors may be increased or decreased from time to time, as provided in the Corporation's Bylaws, as may be amended from time to time, but shall never be less than one (1). The directors of the Corporation may be changed from time to time, as described in the Corporation's Bylaws, without the need to amend these Articles of Incorporation.

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ARTICLE VIII: OFFICERS

The name and title of each officer of the Corporation as of the Effective Date is:

NAME	TITLE
Brian Rich	Founder and Executive Chairman
John C. Stradley, Jr.	Founder
Ranjit Singh	CFO and Vice President
Jason Knox	Secretary, Vice President and General Counsel

The officers of the Corporation may be changed from time to time, as described in the Corporation's Bylaws, without the need to amend these Articles of Incorporation.

ARTICLE IX: PREEMPTIVE RIGHTS

The Corporation may grant to certain shareholders preemptive rights as set forth in a Shareholders' Agreement or the Corporation's Bylaws, each as may be amended from time to time.

ARTICLE X: BYLAWS AMENDMENT

Only the Corporation's Class B Shareholders may amend the Corporation's Bylaws. The Board of Directors may not amend the Bylaws.

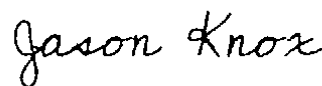
ARTICLE XI: APPROVAL OF SECOND AMENDED ARTICLES

These Second Amended Articles were approved by the Shareholders by written consent on August 9, 2019. The necessary number of votes have been cast by the Shareholders to approve these Second Amended Articles. The undersigned authorized representative of the Corporation has executed these Second Amended Articles on August 9, 2019.

ARTICLE XII: INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in capacity of such person as a director or officer.

The undersigned Secretary of the Corporation has executed these Second Amended Articles on August 9, 2019.



Jason Knox
Secretary

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Second Amended Articles, to comply with the provisions of the Florida Business Corporations Act, Florida Statutes Chapter 607, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Gwen Hutcheson Griggs

ADVOS legal pllc
Gwen Hutcheson Griggs, Chief Executive
Officer

Date: August 9, 2019