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STATE OF MISSISSIPPI
RECORDS & COURTS DIVISION

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Amended
&
Restated

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ECOSMETICS, INC.

DOCUMENT NUMBER: P19000038183

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert Fast
Name of Contact Person
The Fast Law Firm
Firm/ Company
6278 N. Federal Hwy. #237
Address
Fort Lauderdale, FL 33308
City/ State and Zip Code

rfast@thefastlawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Fast at (954) 324-7529
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

eCosmetics, Inc., a Corporation organized and existing under the laws of the State of Florida, has adopted the following AMENDED AND RESTATED ARTICLES OF INCORPORATION and certifies as follows:

1. That the original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 8, 2019;
2. That pursuant to Section 607.1007 of the Florida Business Corporation Act, Amended and Restated Articles were adopted and approved by holders of one-hundred percent (100%) of the outstanding voting shares of the Corporation on the 24TH of JULY, 2019;
3. That the adopted Amended and Restated Articles restate in its entirety and integrate and further amend the provisions of the Articles of Incorporation of this Corporation;
4. That the adopted Amended and Restated Articles of Incorporation are as set out fully below:

ARTICLES OF INCORPORATION OF ECOSMETICS, INC.

ARTICLE 1 - NAME

The name of the Corporation ("Corporation") is eCosmetics, Inc.

ARTICLE 2 – PRINCIPAL OFFICE AND MAILING ADDRESS

Principal Office Street Address

3500 Oaks Clubhouse Drive, Suite #104,
Pompano Beach, Florida 33069

Mailing Address

6278 N. Federal Hwy. #237
Fort Lauderdale, FL 33308

ARTICLE 3 – PURPOSE

The purpose for which the Corporation is organized is: Any lawful purpose.

ARTICLE 4 – SHARES

4.1 The maximum number of shares this Corporation is authorized to issue is 1,000,100 shares. The maximum number of shares of common stock this Corporation is authorized to

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FLORIDA

issue is 1,000,000 and the par value of each is \$.01 per share ("Common Shares"). The maximum number of shares of preferred stock this Corporation is authorized to issue is 100, each of which shall be designated as Series AA Preferred Shares, and the par value of each is \$.01 per share ("Preferred Shares")

4.2 Statement of Rights for Common Shares: All Common Shares shall have identical rights, including but not limited to the following:

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of Preferred Shares may be entitled, the holders of Common Shares shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) In the event of any dissolution, liquidation or winding up of this Corporation, whether voluntary or involuntary, after there shall have been paid to the holders of Preferred Shares the full amounts to which they shall be entitled, the holders of the then outstanding Common Shares shall be entitled to receive, pro rata, any remaining assets of this Corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the Common Shares such remaining assets of this Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or entity and receive payment in cash, stock or obligations of such other Corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this Corporation (unless in connection with that event the dissolution, liquidation or winding up of this Corporation is specifically approved), or the merger or consolidation of this Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of this Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this Corporation for the purpose of this paragraph (b).

(c) Except as provided by law or the Corporation's articles of incorporation, as such may be amended from time to time, with respect to voting by class or series, each outstanding Common Share of this Corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders or on which shareholders otherwise have the right to vote.

(d) Such numbers of Common Shares as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any Preferred Shares or any obligation of this Corporation convertible into Common Shares and (ii) upon exercise of any options or warrants to purchase Common Shares.

4.3 Statement of Rights for Series AA Preferred Shares. All Series AA Preferred Shares shall have identical rights, which shall be the following:

- (a) Dividends and Distributions. Dividends and distributions shall not be paid on Series AA Preferred Shares.
- (b) Priority/Liquidation Preference. The Series AA Preferred Shares shall not entitle the holders thereof to any distribution or any other payment as a result of any event, including but not limited to the occurrence and continuance of: (i) any insolvency or bankruptcy proceedings, or any receivership, liquidation, reorganization or other similar proceedings in connection therewith, commenced by the Company or by its creditors, as such, or relating to its assets, not stayed or dismissed within sixty (60) days after the filing or initiation of the proceedings; or (ii) the dissolution or other winding up of the Company, whether total or partial, whether voluntary or involuntary and whether or not involving insolvency or bankruptcy proceedings; or (iii) any assignment for the benefit of creditors or any marshaling of the material assets or material liabilities of the Company; or (iv) any: (A) consolidation or merger of the Company, in which the shareholders of the Company prior to such transaction do not possess, immediately following such transaction, securities representing at least fifty percent (50%) of the voting power of the surviving entity (other than a consolidation or merger in which the Company is the continuing entity and which does not result in any reclassification of, or change in, the outstanding shares of Common Stock or Preferred Stock and which does not result in a change of ownership of any outstanding shares of Common Stock or Preferred Stock); (B) sale of all or substantially all of the Company's assets; or (C) disposal of (whether through one sale or multiple sales during any period of time after the date hereof) by the stockholders of the Company of an aggregate of fifty percent (50%) of the voting power of the Company.
- (c) Voting. Series AA Preferred Shares shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as otherwise expressly provided for herein.
- (d) Protective Provisions. For so long as any shares of Series AA Preferred Stock remain outstanding neither the common shareholders nor the Corporation's Board of Directors whether directly or indirectly or through judicial action or process shall, without first obtaining written consent of 100% of the holders of the outstanding shares of Series AA Preferred Stock:
- 1) Voluntarily dissolve the Corporation;
 - 2) Enter into or implement a share exchange;
 - 3) Enter into or implement a plan of conversion;
 - 4) Sell, convey, or otherwise dispose of or encumber all or substantially all of the Corporation's property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which any voting power of the Corporation is transferred or disposed;
 - 5) Alter or change the rights, preferences or privileges of any class of stock, whether preferred or common stock;

- 6) Increase or decrease the total number of authorized shares of Series AA Preferred Stock;
- 7) Authorize or issue, or obligate the Corporation to issue, shares of any stock or equity security, whether common stock or preferred;
- 8) Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any security of the Corporation;
- 9) Amend, supplement, repeal or restate the Corporation's Articles of Incorporation or Bylaws;
- 10) Remove or fill the vacancy of a director; or
- 11) Change the authorized number of directors of the Corporation.

ARTICLE 5 – OFFICERS AND DIRECTORS

5.1 Officers. The Secretary of eCosmetics, Inc. is Robert Fast, whose address is 6278 N. Federal Highway, Suite #237, Fort Lauderdale, Florida 33308.

5.2 Directors. The board of directors shall consist of 2 members which number shall not be changed without the approval of 100% of the holders of the outstanding shares of Series AA Preferred Stock.

ARTICLE 6 – REGISTERED AGENT

The street address of the Corporation's registered office is 6278 N. Federal Highway, Suite #237, Fort Lauderdale, Florida 33308. The initial registered agent for the Corporation at that address is Robert Fast.

ARTICLE 7 – INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law as now or hereafter in effect, as provided for in the Bylaws.

ARTICLE 8 – AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS

As provided in these Articles, neither the board of directors nor the shareholders of the Corporation may adopt any amendment to the Corporation's Articles of Incorporation or Bylaws without the approval of 100% of the holders, if any, of the Series AA Preferred Stock.

ARTICLE 9 – REGULATION OF BUSINESS AND AFFAIRS OF CORPORATION

9.1 Powers of Board of Directors

(a) In furtherance and not in limitation of the powers conferred upon the board of directors by statute, the board of directors is expressly authorized, without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these Articles of incorporation, as amended, or of the bylaw, to exercise all of the powers, rights and privileges of the Corporation (whether expressed or implied in these Articles or conferred by statute) and to do all acts and things which may be done by the Corporation, including, without limiting the generality of the above, the right to:

(i) Pursuant to a provision of the bylaw, by resolution adopted by a majority of the actual number of directors elected and qualified, to designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaw, shall have and exercise all the authority of the board of directors except as otherwise provided by law;

(ii) To authorize the issuance from time to time of all or any shares of the Corporation, now or in the future authorized, part paid receipts or allotment certificates in respect of any such shares, and any securities convertible into or exchangeable for any such shares (regardless of whether those shares, receipts, certificates or securities be unissued or issued and subsequently acquired by the Corporation), in each case to such Corporations, associations, partnerships, firms, individuals or others (without offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized), and for such consideration (regardless of whether more or less than the par value of the shares), and on such terms as the board of directors from time to time in its discretion lawfully may determine;

(iii) From time to time to create and issue rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or in the future authorized or any bonds or other obligations or securities of the Corporation (without offering the same or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized);

(iv) In furtherance and not in limitation of the provisions of the above subdivisions (ii) and (iii), from time to time to establish and amend plans for the distribution among or sale to any one or more of the officers or employees of the Corporation, or any subsidiary of the Corporation, of any shares of stock or other securities of the Corporation of any class, or for the grant to any of such officers or employees of rights or options to subscribe for, purchase or otherwise acquire any such shares or other securities, without in any case offering those shares or any part of them to the holders of any shares of the Corporation of any class now or in the future authorized; such distribution, sale or grant may be in addition to or partly in lieu of the compensation of any such officer or employee and may be made in consideration for or in recognition of services rendered by the officer or employee, or to provide him/her with an incentive to serve or to agree to serve the Corporation or any subsidiary of the Corporation, or otherwise as the board of directors may determine; and

(v) To sell, lease, exchange, mortgage, pledge, or otherwise dispose of or encumber all or any part of the assets of the Corporation unless and except to the extent otherwise expressly required by statute.

(b) The board of directors, in its discretion, may from time to time:

(i) Declare and pay dividends upon the authorized shares of stock of the Corporation out of any assets of the Corporation available for dividends, but dividends may be declared and paid upon shares issued as partly paid only upon the basis of the percentage of the consideration actually paid on those shares at the time of the declaration and payment;

(ii) Use and apply any of its assets available for dividends, subject to the provisions of these Articles, in purchasing or acquiring any of the shares of stock of the Corporation; and

(iii) Set apart out of its assets available for dividends such sum or sums as the board of directors may deem proper, as a reserve or reserves to meet contingencies, or for equalizing dividends, or for maintaining or increasing the property or business of the Corporation, or for any other purpose it may deem conducive to the best interests of the Corporation. The board of directors in its discretion at any time may increase, diminish or abolish any such reserve in the manner in which it was created.

9.2 Approval of Interested Director or Officer Transactions: No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if:

1. The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

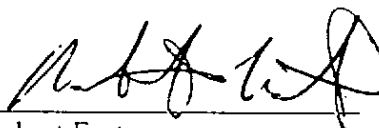
2. The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

3. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the shareholders.

Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee that authorizes the contract or transaction.

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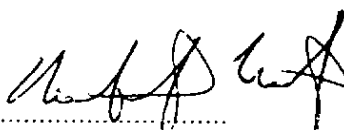
IN WITNESS WHEREOF, the undersigned officer has executed these articles of incorporation on this 31 day of July 2019.



Robert Fast
Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for eCosmetics, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501.

Signature: 

Robert Fast

Date: 7/31/19