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KAYA BRANDS INTERNATIONAL, INC.

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OCT 15 2019

S. YOUNG

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KAYA BRANDS INTERNATIONAL, INC.**

The Articles of Incorporation of Kaya Brands International, Inc. (the "**Corporation**") are hereby amended and restated under the Florida Business Corporation Act ("**FCBA**") in their entirety as follows:

**ARTICLE I. NAME**

The name of the Corporation is **KAYA BRANDS INTERNATIONAL, INC.**

**ARTICLE II. MAILING ADDRESS**

The address of the Corporation's principal office and the mailing address is 915 Middle River Drive, Suite 316, Fort Lauderdale, Florida 33304. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall exist perpetually. The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of the State.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is One Billion, Five Hundred Million One Hundred Thousand (1,500,100,000), consisting of (a) One Billion, Five Hundred Million (1,500,000,000) shares of common stock, par value \$.01 (the "**Common Stock**"); and (b) One Hundred Thousand (100,000) shares of preferred stock, par value \$.01 (the "**Preferred Stock**"). Sixty-Six (66) of the aforesaid authorized shares of Preferred Stock are hereby designated as "**Series A Preferred Stock**" with the rights, preferences, qualifications, limitations and restrictions set forth in **Part D** of this **Article V**.

The designations, rights, preferences, qualifications, limitations and restrictions of the Preferred Stock, the Common Stock and the Series A Preferred Stock are as follows:

**A. PROVISIONS RELATING TO THE PREFERRED STOCK GENERALLY:**

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, rights, preferences, qualifications, limitations and restrictions as are stated and expressed in these Articles of Incorporation and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors are prescribed below.

2. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance of the class or series the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations of the class or series;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, if any, whether any such dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when any such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or series of stock, whether or not such dividends shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts which the holders of any class or series shall be entitled to receive upon the voluntary or involuntary dissolution of or upon any distribution of the assets of the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price, ratio or rate at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable and in the best interest of the Corporation.

The shares of each class or series of Preferred Stock may vary from the shares of any other class or series in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

#### **B. PROVISIONS RELATING TO THE COMMON STOCK GENERALLY:**

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided above, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available for such purpose, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

#### **C. PROVISIONS RELATING TO THE PREFERRED STOCK AND COMMON STOCK GENERALLY:**

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided above, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to

purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into, or options or warrants to purchase shares of, any class or series, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

**D. PROVISIONS RELATING TO THE SERIES A PREFERRED STOCK SPECIFICALLY:**

The designations, rights, preferences, qualifications, limitations and restrictions of the Series A Preferred Stock are as follows:

1. **Designation and Number.** A class of Preferred Stock designated as "Series A Preferred Stock" is hereby established. The number of shares constituting such series shall be sixty-six (66) shares. Subject to the approval rights of the holders of the Series A Preferred Stock set forth herein, such number of shares may be increased or decreased by resolution of the Board of Directors; *provided, however*, that no decrease shall reduce the number of shares of Series A Preferred Stock to less than the number of shares then issued and outstanding.

2. **Ranking.** In respect of rights to the payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, the Series A Preferred Stock shall rank (a) senior to the Common Stock; and (b) junior to any other class or series of stock (including other series of Preferred Stock) of the Corporation.

3. **Dividends.** Holders of Series A Preferred Stock shall not be entitled to receive, cumulative or non-cumulative dividends on the Series A Preferred Stock, *provided, however*, that if the Board of Directors declares a dividend on Common Stock out of funds legally available therefor, holders of shares of Series A Preferred Stock are entitled to participate in such dividend in the same proportion to which they would be entitled if the shares of Series A Preferred Stock were converted into shares of Common Stock (an "as converted basis").

4. **Liquidation.**

(a) **Preference.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or any Deemed Liquidation Event, as defined in Section 4(b) below (collectively, a "Liquidation Event"), the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any junior class or series of the Corporation's capital stock ("Junior Stock"), an amount of \$1.00 per share of Series A Preferred Stock then held. After the payment to all holders of Series A Preferred Stock of the full Liquidation Amount, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and Junior Stock, *pro rata*, on an "as converted basis," determined immediately prior to such Liquidation Event.

(b) **Consolidation, Merger, Etc.** (i) Any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization (including a share exchange), in which the shareholders of the Corporation immediately prior to such consolidation, merger or reorganization, do not hold at least a majority of the resulting or surviving entity's voting power immediately after such consolidation, merger or reorganization (solely in respect of their equity interests in this Corporation); or (ii) the sale, lease, transfer, exclusive license or other disposition of all or substantially all of the assets or business of the Corporation; shall each also be deemed to be a Liquidation Event. Notwithstanding the foregoing, any transaction described in (i) or (ii) above (individually and collectively, a "**Deemed Liquidation Event**") shall not constitute a Liquidation Event (or a Deemed Liquidation Event) if, upon the request of the Corporation (upon the approval of a majority of the members of the Board of Directors), the holders of a majority of the issued and outstanding shares of Series A Preferred Stock consent, in writing, to such transaction being deemed not to be a Liquidation Event (or a Deemed Liquidation Event).

5. **Conversion.**

(a) **Conversion by the Holder.** Each share of Series A Preferred Stock shall be convertible in whole or in part, at the option of the holder thereof, at any time and from time to time and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is equals one percent (1%) of the issued and outstanding Common Stock at the date of conversion, after giving *pro forma* effect on a basis to the conversion of all then issued and outstanding shares of Series A Preferred Stock.

(b) **Mechanics of Conversion.** In order for a holder of Series A Preferred Stock to convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall surrender the certificate or certificates representing such shares of Series A Preferred Stock, at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent), together with written notice that such holder elects to convert all or any portion of the shares of the Series A Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or such holder's attorney duly authorized in writing. The date of receipt of such certificates and notice by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) shall be the conversion date.

(c) **Fractional Shares.** No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. Any fractional shares to which a holder would otherwise be entitled, shall be rounded up to the nearest whole share.

(d) **Reservation of Shares.** The Corporation shall at all times when shares of Series A Preferred Stock are outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of Series A Preferred

Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock into shares of Common Stock.

6. **Status of Converted Stock.** In the event any shares of Series A Preferred Stock shall be converted pursuant to **Section 5** hereof, the shares so converted shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate as of the time of conversion, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and, as applicable, to receive payment of any accrued but unpaid dividends thereon.

7. **Voting Rights.** Except as otherwise provided in the Corporation's Articles of Incorporation (as amended or supplemented from time to time) or as required by law, the holders of Series A Preferred Stock shall be entitled to vote, together with holders of Common Stock, on an as converted basis, with respect to any matter or question upon which holders of Common Stock have the right to vote. The holders of the Series A Preferred Stock shall also be entitled to vote, separately as a class, on such matters or questions as may, under the Corporation's Articles of Incorporation (as amended or supplemented from time to time) or otherwise, be presented to the Series A Preferred Stock for a vote from time to time, with each such share having an equivalent vote, and the Series A Preferred Stock shall be entitled to vote together as a single class with any class or series of stock of the Corporation other than the Common Stock, as may be issued and outstanding from time to time, as and to the extent which the voting rights and other terms applicable to such stock shall from time to time so provide.

8. **Protective Provisions.** At all times that at least fifty percent (50%) of the shares of Series A Preferred Stock originally issued remain issued and outstanding, the Corporation shall not, either directly or (in addition to any other vote required by law or the Articles of Incorporation as amended or supplemented from time to time), without the prior affirmative vote or written consent of the holders of a majority of the then outstanding shares of Series A Preferred Stock:

(a) amend or repeal any provision of the Corporation's Articles of Incorporation (ies A Terms) or Bylaws, if such amendment or repeal would have a material adverse effect on the rights of the holders of Series A Preferred Stock;

(b) materially amend or alter the rights, preferences, qualifications, limitations and restrictions of the Series A Preferred Stock;

(c) authorize or issue any new shares of Series A Preferred Stock or any class or series of stock that ranks (i) on a parity with or senior to the Series A Preferred Stock in respect of rights to the payment of dividends or the distributions of assets in the event of any liquidation, dissolution or winding-up of the Corporation; or (ii) senior to the Series A Preferred Stock in respect of voting rights; or

(d) enter into an agreement that would materially limit the Corporation's ability to perform its obligations in respect of the Series A Preferred Stock;

9. **Converted, Redeemed or Otherwise Acquired Shares.** Any shares of Series A Preferred Stock that are converted into Common Stock as provided for hereunder, redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Stock following such redemption or acquisition by the Corporation.

10. **Waiver.** The rights, preferences, privileges and other terms of the Series A Preferred Stock may be waived as to all shares of Series A Preferred Stock in any instance (without the necessity of convening any meeting of shareholders) upon the written agreement or consent, or the vote at a duly called meeting of shareholders, of a majority of the holders of the Series A Preferred Stock then outstanding, and such waiver shall thereupon be binding upon all holders of Series A Preferred Stock.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 915 Middle River Drive, Suite 316, Fort Lauderdale, FL 33304. The Corporation's registered agent at that address is Craig Frank.

#### **ARTICLE VII. SHAREHOLDERS MEETINGS**

The Corporation shall hold a special meeting of shareholders only:

A. on call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

B. if the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### **ARTICLE VIII. LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (a) for any breach of the duty of loyalty of such director to the Corporation or such holders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 607.0831 of the FBCA; or (d) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this **Article XI** shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.



**ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by law, as now or hereafter in effect, the Incorporator, and any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE X. BOARD OF DIRECTORS**

The Corporation shall have no less than one (1) or more than fifteen (15) Directors. The number of Directors may be altered from time to time on accordance with the Corporation's Bylaws.

**ARTICLE XII. BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws 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.

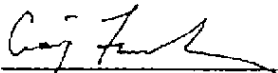
**ARTICLE XIII. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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*As of the date of filing these Amended and Restated Articles of Incorporation, there are no shareholders and shareholder approval is not required to effectuate such filing. I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155 F.S.*

Effective Date: October 11, 2019

  
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Craig Frank, Incorporator