

P19000076710

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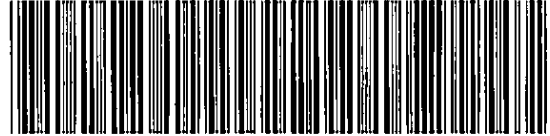
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**DATE: 10/7/21**

**NAME: ONSCREEN SOLUTIONS INC.**

**TYPE OF FILING: AMENDED/RESTATED ARTICLES**

**COST: 35.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*A Hodge*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ONSCREEN SOLUTIONS, INC.**

Pursuant to Section 607.1003 and Section 607.1007 of the Florida Business Corporation Act, OnScreen Solutions, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby submits the following for the purpose of amending and restating its Articles of Incorporation, and does hereby certify as follows:

1. Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 30, 2019, Document No. P19000076710.
2. Pursuant to Section 607.1003 and Section 607.1007 of the Florida Business Corporation Act, the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to recommend the approval of the amendment and restatement to the shareholders and to solicit the consent of the shareholders therefore.
3. These Amended and Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation as set forth in the text of the Amended and Restated Articles of Incorporation attached hereto as **Exhibit A** and incorporated herein by reference.
4. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring shareholder approval.
5. These Amended and Restated Articles of Incorporation were approved by the holders of the requisite number of shares of the Corporation, in accordance with Section 607.0704 of the Florida Business Corporation Act. These Amended and Restated Articles of Incorporation were also approved in accordance with the Articles of Incorporation and Bylaws of the Corporation in effect as of such date.
6. These Amended and Restated Articles of Incorporation were adopted on October 7, 2021 and will be effective upon filing.

*[Remainder of page intentionally left blank.]*

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**IN WITNESS WHEREOF**, OnScreen Solutions, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by Marc Rouhana, its President, as of October 7, 2021.

**ONSCREEN SOLUTIONS, INC.**

By: Marc Rouhana  
Marc Rouhana, President

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**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**ONSCREEN SOLUTIONS, INC.**

OnScreen Solutions, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act of the State of Florida (the "**Business Corporation Act**"), does hereby adopt, amend and restate its Articles of Incorporation as follows:

**ARTICLE I**

The name of this corporation is OnScreen Solutions, Inc. (the "**Corporation**").

**ARTICLE II**

The address of the registered office of the Corporation in the State of Florida is 3618 East Lake Boulevard Suite # 120, Palm Harbor, FL 34685. The name of its registered agent at such address is David Sherrell. The address of the principal office of the Corporation is 3618 East Lake Boulevard Suite # 120, Palm Harbor, FL 34685.

**ARTICLE III**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

**ARTICLE IV**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, no (\$0.00) par value per share ("**Common Stock**"), of which (i) 9,500,000 shares shall be designated the Class A Common Stock and (ii) 500,000 shares shall be designated the Class B Common Stock. All shares of Common Stock outstanding as of the date of filing of these Amended and Restated Articles of Incorporation are Class A Common Stock. The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as required by applicable law, the Class B Common Stock shall be non-voting, such that the holders of the Class B Common Stock are not entitled to vote at meetings of stockholders (or in written actions in lieu of meetings).

**ARTICLE VI**

Subject to any additional vote required by these Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

## ARTICLE VII

The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## ARTICLE VIII

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable provisions of the Business Corporation Act or any successor provision, (iv) for any transaction from which such Director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, in the event that the Business Corporation Act is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Business Corporation Act, in these Articles of Incorporation, as amended from time to time, the Bylaws of the Corporation, as amended from time to time, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

## ARTICLE IX

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.