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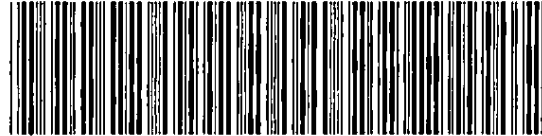
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## COVER LETTER

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

SUBJECT: **GEEK CLUB CORP**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$43.75      ☒ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

Artur Stelmakh  
FROM: \_\_\_\_\_  
                                    Name (Printed or typed)  
18401 Collins Ave, 100-241  
\_\_\_\_\_  
                                    Address  
Sunny Isles Beach, FL 33160  
\_\_\_\_\_  
                                    City, State & Zip  
+16787015952  
\_\_\_\_\_  
                                    Daytime Telephone number  
artur@geekclub.com  
\_\_\_\_\_  
                                    E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

FILED  
2022 DEC -2 PM 4:21  
SECRETARY OF STATE  
FLORIDA

**RESTATED ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME** GEEEEK CLUB CORP

The name of the corporation is: \_\_\_\_\_

**ARTICLE II RESTATED ARTICLES**

The text of the Restated Articles is as follows: \_\_\_\_\_

II.1) The principal place of business address: \_\_\_\_\_

18401 COLLINS AVE

STE. 100-241

SUNNY ISLES BEACH, FL. US 33160

The mailing address of the corporation is: \_\_\_\_\_

18401 COLLINS AVE

STE. 100-241

SUNNY ISLES BEACH, FL. US 33160

II.2) The purpose for which this corporation is organized is: \_\_\_\_\_

ANY AND ALL LAWFUL BUSINESS.

II.3) (i) Authorized Shares. The total number of shares that the Corporation shall have the

authority to issue is eleven million six hundred eighty-seven thousand five hundred

(11,687,500), of which nine million one hundred thirty seven thousand five hundred (9,137,500)

shall be shares of Common Stock, \$0.001 par value per share ("Common Stock"), and two

million five hundred fifty thousand (2,550,000) shall be shares of Preferred Stock, \$0.001 par

value per share ("Preferred Stock").

(ii) Each issued and outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of

the shareholders or otherwise brought before the shareholders of the Company.

(iii) Common Stock and Preferred Stock together have unlimited voting rights.

Common Stock and Preferred Stock together are entitled to receive the net assets of the

Company upon dissolution as provided for herein.

- (iv) The Preferred Stock shall be entitled to preference in the distribution at dissolution over the Common Stock:

In the event of any (a) liquidation, dissolution, winding up, legal merger, legal division of the Company, whether voluntary or involuntary, (b) or a sale of more than fifty (50) percent of the business and assets of the Company (based on the fair market value), or a (c) sale or license of all or substantially all of the material intellectual property of the Company or the Company and any Subsidiary<sup>1</sup> (taken as a whole) to any third person (other than to a 100% owned Subsidiary (directly or indirectly)), or (d) any other event that leads to the shareholders of the Company having less than 51% of the Controlling rights in the Company (or the Subsidiary), whether through a single transaction or a series of transactions (the "**Liquidation Event**"), the holders of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation, to the remaining net assets of the Corporation (including, as the case may be, in-kind proceeds realized at the Liquidation Event and available for distribution) ("**Liquidation Proceeds**"), subject to any rights of the Preferred Stock to receive a portion of such net assets on a pro-rata basis as follows:

- the holders of Preferred Stock shall first be distributed the Liquidation Proceeds in the amount equal to their investment and if the Liquidation Proceeds are not sufficient to distribute in full the amounts so due to the holders of the Preferred Stock, then the Liquidation Proceeds shall be distributed on a pro-rata basis and calculated on a fully-diluted basis;
- the holders of Common Stock shall be distributed the remaining Liquidation Proceeds (if any) on a pro-rata basis.

- (v) The Preferred Stock shall not have any preferences in dividend or any other matter.

- (vi) The Preferred Stock shall be convertible at the option of its holder at a conversion rate of 1 Preferred Stock share to 1 Common Stock share.

- (vii) If it is resolved that the Company issues any new securities ("**New Securities**"), these securities must be offered to all shareholders pro rata to their shareholding in the Company's capital calculated on a fully-diluted basis ("**New Securities Offer**") by servicing the New Security Offer to each shareholder in writing ("**Subscription Notice**") specifying:

- the total number of New Securities available for subscription and the number being offered to each shareholder;
- the type of New Securities being offered; and
- the terms of issue of the New Securities.

Within thirty (30) business days upon receipt of the New Securities Offer ("**Subscription Notice Period**"), each shareholder must give notice to the Board of Directors stating:

- whether it wishes to subscribe for all or a specific number of New Securities contained in its New Securities Offer or rejected thereof in full; or

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<sup>1</sup> Subsidiary shall mean a persons or an entity controlled by the Company; and Control shall mean in relation to a legal entity and a natural person, where and to the extent possible, whether undertaken directly or indirectly, the legal power to direct or cause the direction of its general management and policies including but not limited to: (i) the ownership or control (directly or indirectly) of more than 50% of the outstanding shares of, or voting interests in, a person or its holding company; or (ii) the ability to direct the casting of more than 50% of the votes exercisable at general meetings of the relevant undertaking on all, or substantially all, matters; or (iii) the right to appoint or remove directors of the relevant undertaking, holding a majority of the voting rights at meetings of the board on all, or substantially all, matters; or (iv) appoint or remove the CEO, president, managing director, general director, chief executive officer or equivalent officer of such entity; or (v) being a general partner (in case a person is a limited liability partnership); or (vi) give directions with respect to the operating and financial policies of that person which the CEO, the directors, the management board or other equivalent officers of that person are obliged to comply with, or otherwise to determine the activities of such entity; or (vii) any other power or actual ability, whether or not documented or evidenced by any of the abilities in (i) to (vi) above (including through any fiduciary arrangement, trust, constitutional documents or otherwise), to exercise a dominant influence over any relevant undertaking, (viii) and the terms "Controlling" and "Controlled" shall be construed accordingly

- if it wants to subscribe for a greater number of New Securities than the number in its New Securities Offer, it offers to subscribe to a specified number of those New Securities not subscribed for by other shareholders under their New Securities Offers.

If a shareholder fails to give notice to the Board within the Subscription Notice Period, the shareholder is taken to have rejected its New Securities Offer.

If any New Securities are not taken up under the New Securities Offers, the Company may allot, grant options over, or otherwise transfer these New Securities to any third party. If no third party is interested in acquiring such New Securities within thirty (30) business days, then such New Securities shall be cancelled.

(viii) The board of directors shall consist of one (1) director.

Shareholders may elect a director chosen by the resolution taken unanimously.

(ix) The Company expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act relating to affiliated transactions.

The Company expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act relating to control share acquisitions.

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

II.4)

The name and Florida street address of the registered agent is:

ARTUR STELMAKH  
18401 COLLINS AVE  
100-241  
SUNNY ISLES BEACH, FL. 33160

II.5)

The name and address of the incorporator is:

ARTUR STELMAKH  
18401 COLLINS AVE  
100-241  
SUNNY ISLES BEACH, FL 33160

II.6)

The initial officer(s) and/or director(s) of the corporation is/are:

Title: President  
ARTUR STELMAKH  
18401 COLLINS AVE, STE. 100-241  
SUNNY ISLES BEACH, FL. 33160 US

II.7)

The effective date for this corporation is:

10/10/2019

[End of page]

**ARTICLE III OFFICERS AND/OR DIRECTORS (optional)**

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

*(Attach additional sheets, if necessary)*

Please note the officer/director title by the first letter of the office title:

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

<u>X</u> Change	<u>PT</u>	<u>John</u> Doc
-----------------	-----------	-----------------

<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
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X Add                      SV                      Sally Smith

Type of Action  
(Check One)

Title

NameAddress

X	PCEOS	Artur Stelmakh	18401 Collins Ave
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1) \_\_\_\_\_ Change \_\_\_\_\_  
100-241 Sunny Isles

Beach, FL 33160

2) \_\_\_\_\_ Change \_\_\_\_\_

\_\_\_\_\_ Add \_\_\_\_\_

[Remove](#)

3) Change \_\_\_\_\_

\_\_\_\_\_ Add \_\_\_\_\_

         Remove \_\_\_\_\_

4) \_\_\_\_\_ Change \_\_\_\_\_

---

Add

Remove

5) Change \_\_\_\_\_

\_\_\_\_\_ Add \_\_\_\_\_

         Remove \_\_\_\_\_

6) \_\_\_\_\_ Change \_\_\_\_\_

\_\_\_\_\_ Add \_\_\_\_\_

         Remove \_\_\_\_\_

**ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)**

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These restated articles of incorporation consolidate all amendments into a single document:

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

**Check if applicable:**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120(11)€, F.S.

**The date of each amendment(s) adoption is:** \_\_\_\_\_  
if other than the date this document is signed.

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

“The number of votes cast for the amendment was/were sufficient for approval by

\_\_\_\_\_  
(voting group)

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*

December 02, 2022

Dated: \_\_\_\_\_

Signature: \_\_\_\_\_

(By a Director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Artur Stelmakh

\_\_\_\_\_  
(Typed or printed name of person signing)

President, CEO, Director

\_\_\_\_\_  
(Title of person signing)