

P190000086208

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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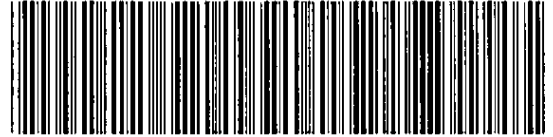
(Business Entity Name)

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Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com



ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
850.656.7953

REQUEST DATE 11/17/2021

PRIORITY Regular Approval

OUR REF # (Order ID#) 971116

ORDER ENTITY
DREAM 5, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

DREAM 5, INC. (FL)

File the attached amendment

NOTES:

\$35.00 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "Wd".

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 18, 2021

INCSERV

SUBJECT: DREAM 5, INC.
Ref. Number: P19000086208

*Please honor the
original submission date
as the file date. Thanks! :)*

We have received your document for DREAM 5, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

The signature of CEO is too light and it is not acceptable for scanning.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 021A00028006

*Please honor the
original submission date
as the file date. Thanks! :)*

OFFICE OF THE
ATTORNEY GENERAL
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DREAM 5, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, being the President of Dream 5, Inc. (the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation,

DOES HEREBY CERTIFY:

1. That the Articles of Incorporation of this Corporation were originally filed with the Secretary of State of Florida on November 6, 2019, Document No. P19000086208, as amended by the Articles of Amendment filed on January 11, 2021.
2. That the Board of Directors of the Corporation duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this Corporation, declaring said amendment and restatement to be advisable and in the best interests of this Corporation and its shareholders, and authorizing the appropriate officers of this corporation to solicit the consent of the shareholders therefor, which proposed amendment and restatement is as follows:

FIRST: The name of the corporation is DREAM 5, INC.

SECOND: The term of existence of the Corporation is perpetual.

THIRD: The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The principal office and mailing address of this Corporation is One S.W. 3rd Avenue, Suite 2950, Miami, FL 33131.

FIFTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 15,000,000 shares of Common Stock, consisting of 11,605,000 shares of Common Stock, \$0.0001 par value per share (the "**Common Stock**"), and 3,395,000 shares of Class F Stock, \$0.0001 par value per share (the "**Class F Stock**," and together with the Common Stock, the "**Shares**").

SIXTH: Effective upon the filing of these Amended and Restated Articles of Incorporation, each one (1) share of Common Stock outstanding immediately prior to the filing of these Amended and Restated Articles of Incorporation shall, without any action on the part of the holder thereof, be split and converted into 10,000 shares of Common Stock ("**Stock Split**").

SEVENTH: As authorized under the terms of the Amended and Restated Shareholder Agreement by and among the Corporation and its shareholders, effective upon the filing of these Amended and Restated Articles of Incorporation, fifty percent (50%) of the shares of Common Stock owned by Magic 5 LLC, a Delaware limited liability company, shall be automatically converted into an equal number of shares of fully paid and nonassessable shares of Class F Common Stock, subject to the Stock Split. For holders of Common Stock other than Magic 5

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FLORIDA

EIGHTH: The rights, privileges, preferences and restrictions of the Class F Stock and Common Stock are as follows:

1. Dividends. The holders of the Class F Stock and the holders of the Common Stock shall be entitled to receive, on a pari passu basis, when and as declared by the Board of Directors, out of any assets of the Company legally available therefore, such dividends as may be declared from time to time by the Board of Directors; provided, however, that in the event that such dividends are paid in the form of shares of Stock or rights to acquire Stock, the holders of shares of Class F Stock shall receive shares of Class F Stock or rights to acquire shares of Class F Stock, as the case may be, and the holders of shares of Common Stock shall receive shares of Common Stock or rights to acquire shares of Common Stock, as the case may be.

2. Liquidation Rights. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, the holders of Class F Stock and the holders of Common Stock shall be entitled to share equally, on a per share basis, in all assets of the Company of whatever kind available for distribution to the holders of Stock.

3. Voting. Except as otherwise provided herein or by applicable law, the holders of the Class F Stock and the holders of the Common Stock shall at all times vote together as one class on all matters submitted to a vote or for the consent of the stockholders of the Company. Each holder of shares of Class F Stock shall be entitled to ten (10) votes for each share of Class F Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Company.

4. Equal Status. Except as expressly provided in these Amended and Restated Articles of Incorporation, Class F Common Stock and Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

5. Conversion.

5.1 Certain Definitions. As used in this Section 5, the following terms shall have the following meanings:

(a) **"Class F Stockholder"** shall mean any individual that is issued Class F Common Stock by the Corporation.

(b) **"Permitted Entity"** shall mean, with respect to any Class F Stockholder, any trust, account, plan, corporation, partnership, or limited liability company specified in Subsection 5.3 established by or for such Class F Stockholder, so long as such entity meets the requirements set forth in Subsection 5.3.

(c) **"Transfer"** shall mean, with respect to a share of Class F Common Stock, any sale, assignment, transfer, conveyance, hypothecation or other

transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law.

(d) **"Voting Control"** shall mean, with respect to a share of Class F Common Stock, the power (whether exclusive or shared) to vote or direct the voting of such share of Class F Common Stock by proxy, voting agreement or otherwise.

5.2 Optional Conversion. Each share of Class F Common Stock shall be convertible into one (1) fully paid and nonassessable share of Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.

5.3 Automatic Conversion upon Transfer. Each share of Class F Common Stock shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Common Stock upon the Transfer of such share; provided, however, that a Transfer of Class F Common Stock by a Class F Stockholder or such Class F Stockholder's Permitted Entities to another Class F Stockholder or such Class F Stockholder's Permitted Entities shall not trigger such automatic conversion; provided further, however, that a Transfer by a Class F Stockholder to any of the following Permitted Entities, and from any of the following Permitted Entities back to such Class F Stockholder and/or any other Permitted Entity by or for such Class F Stockholder shall not trigger such automatic conversion.

(a) a trust for the benefit of such Class F Stockholder and for the benefit of no other person, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder and, provided, further, that in the event such Class F Stockholder is no longer the exclusive beneficiary of such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Common Stock;

(b) a trust for the benefit of persons other than the Class F Stockholder so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, provided such Transfer does not involve any payment of cash, securities, property or other consideration (other than an interest in such trust) to the Class F Stockholder, and, provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Common Stock;

(c) a trust under the terms of which such Class F Stockholder has retained a "qualified interest" within the meaning of §2702(b)(1) of the Internal Revenue Code (the "Code") and/or a reversionary interest so long as the Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust; provided, however, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Common Stock;

(d) an Individual Retirement Account, as defined in Section 408(a) of the Code, or a pension, profit sharing, stock bonus or other type of plan or trust of which such Class F Stockholder is a participant or beneficiary and which satisfies the requirements for qualification under Section 401 of the Code; provided that in each case such Class F Stockholder has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held in such account, plan or trust, and provided, further, that in the event the Class F Stockholder no longer has sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such account, plan or trust, each share of Class F Common Stock then held by such trust shall automatically convert into one (1) fully paid and nonassessable share of Common Stock;

(e) a corporation in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns shares with sufficient Voting Control in the corporation, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation; provided that in the event the Class F Stockholder no longer owns sufficient shares or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such corporation, each share of Class F Common Stock then held by such corporation shall automatically convert into one (1) fully paid and nonassessable share of Common Stock;

(f) a partnership in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns partnership interests with sufficient Voting Control in the partnership, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership; provided that in the event the Class F Stockholder no longer owns sufficient partnership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such partnership, each share of Class F Common Stock then held by such partnership shall automatically convert into one (1) fully paid and nonassessable share of Common Stock; or

(g) a limited liability company in which such Class F Stockholder directly, or indirectly through one or more Permitted Entities, owns membership interests with sufficient Voting Control in the limited liability company, or otherwise has legally enforceable rights, such that the Class F Stockholder retains sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company; provided that in the event the Class F Stockholder no longer owns sufficient membership interests or has sufficient legally enforceable rights to enable the Class F Stockholder to retain sole dispositive power and exclusive Voting Control with respect to the shares of Class F Common Stock held by such limited liability company, each share of Class F Common Stock then held by such limited liability company shall automatically convert into one (1) fully paid and nonassessable share of Common Stock.

5.4 Automatic Conversion upon Death of Class F Stockholder. Each share of Class F Common Stock held of record by a Class F Stockholder, or by such Class F

Stockholder's Permitted Entities, shall automatically, without any further action, convert into one (1) fully paid and nonassessable share of Common Stock upon the death of such Class F Stockholder.

5.5 Effect of Conversion. In the event of a conversion of shares of Class F Common Stock to shares of Common Stock pursuant to this Section 5, such conversion shall be deemed to have been made at the time that the Corporation's transfer agent receives the written notice required pursuant to Subsection 5.2, the time that the Transfer of such shares occurred or the death of the Class F Stockholder, as applicable. Upon any conversion of Class F Common Stock to Common Stock, all rights of the holder of such shares of Class F Common Stock shall cease and the person or persons in whose names or names the certificate or certificates representing the shares of Class F Common Stock are to be issued, if any, shall be treated for all purposes as having become the record holder or holders of such number of shares of Common Stock into which such Class F Common Stock were convertible. Shares of Class F Common Stock that are converted into shares of Common Stock as provided in this Section 5 shall be retired and shall not be reissued.

5.6 Reservation of Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Class F Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class F Common Stock into shares of Common Stock.

NINTH: So long as any shares of Class F Stock remain outstanding, the holders of Class F Stock, voting as a separate class, shall be entitled at each meeting or pursuant to each action by written consent of the Company's stockholders for the election of directors to elect two (2) Class F directors (the "**Class F Directors**").

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ELEVENTH: Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

TWELFTH: The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Florida Business Corporation Act (the "**FBCA**") and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually

and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article Twelfth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4th day of October, 2021.



Warren Barthes, CEO