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MAY 26 2020

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

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(OFFICE USE ONLY)

Corporation Name & Document Number, (if known):

1. AIRHEALTH, INC

Corporation Name)

Document #

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☐ Will wait

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**NEW FILINGS**

**AMMENDMENTS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

☒ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

**REGISTRATION/QUALIFICATIONS**

☐ Annual Report  
☐ Fictitious Name  
☐ APOSTIL

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

                      
COUNTRY

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 20, 2020

FLORIDA CAPITAL COURIER SERVICES

SUBJECT: AIREHEALTH, INC.  
Ref. Number: P19000091247

We have received your document for AIREHEALTH, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$10.00 due.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Upon returning your document, please submit an original and a copy for your records.

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.

Terri J Schroeder  
Regulatory Specialist III

Letter Number: 620A00010145

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**AIREHEALTH, INC.**

2020 MAY 22 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Duration**

The name of the Corporation is AIREHEALTH, INC. The duration of the Corporation is perpetual. These Amended and Restated Articles of Incorporation are adopted as of May 18, 2020.

**ARTICLE II**

**Principal Office and Mailing Address**

The street address of the principal office and the mailing address of the Corporation is 3251 Progress Drive, Suite F, Orlando, Florida 32826.

**ARTICLE III**

**Board of Directors**

The number of members of the Board of Directors shall be two (2), which number may be increased or diminished from time to time as provided by the Bylaws or resolution of the Board; provided, however, there shall never be less than one (1) member of the Board of Directors.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 11,600,000 shares of Common Stock ("Common Stock"), of which 2,500,000 shares shall be designated "Class A Common Stock," and 9,100,000 shares shall be designated "Class F Common Stock". Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of each class of capital stock of the Corporation, shall be as set forth below:

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.
2. Voting. Each holder of the Common Stock shall be entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).
3. Dividends. Subject to any preferred dividend rights of any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock, the holders of the shares of Common Stock shall be entitled to receive, out of funds legally available therefor, dividends when, as and if, and in such amounts as, declared by the Board of Directors, in its sole discretion.
4. Liquidation. In the event of the liquidation, dissolution, or winding-up of the Corporation, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to the rights and preferences of any then-outstanding shares of any other classes or series of the Corporation's capital stock that are issued and outstanding having rights upon the occurrence of the liquidation, dissolution or winding up of the Corporation senior to or *pari passu* with the rights of holders of Common Stock.
5. Redemption. The Corporation shall have no right to redeem the Common Stock, or any other shares of the capital stock of the Corporation, and no money shall be paid into or set aside or made available for a sinking fund for the purchase, redemption or acquisition thereof, unless approved by the holders of a majority of the issued and outstanding shares of the applicable class or series of capital stock (which majority must include the holders of all outstanding Class F Common Stock).
6. Conversion of Class F Common Stock.
  - (a) Conversion upon a Qualified Financing. Contemporaneously with any Qualified Financing, Stacie Ruth and Jason Eichholtz shall be entitled to convert up to 20% of the shares of Class F Common Stock originally issued to such holder of Class F Common Stock, into fully-paid, non-assessable shares of the Corporation's Preferred Stock issued in such Qualified Financing on a 1:1 basis (e.g., 20 shares of Class F Common Stock would convert into 20 shares of such Preferred Stock upon written notice to the

Corporation in connection with the closing of the related Qualified Financing). As used herein, "Qualified Financing" shall mean a transaction or series of transactions pursuant to which the Corporation issues and sells shares of its Preferred Stock (of any class or series) for aggregate gross proceeds of at least \$4,000,000 (including all proceeds from the incurrence of indebtedness that is converted into such Preferred Stock or otherwise cancelled in consideration for the issuance of such Preferred Stock) with the principal purpose of raising capital. Shares of Class F Common Stock that are converted into shares of Preferred Stock as provided in this Section 6(a) shall be retired and not reissued.

(b) No Reissuance of Class F Common Stock. No share or shares of Class F Common Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

(7) Creation of Option Pool. Class A Common Stock will be set aside for an Option pool with a four-year vesting cycle as provided for by agreement by the Board and recipients.

## ARTICLE VI

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE VII

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE VIII

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## ARTICLE IX

### Registered Agent

The street address of the registered office of this corporation is The Orlando Law Group, PL, 12301 Lake Underhill Road, Suite 213 Orlando, FL 32828, and the name of the initial registered agent of this corporation at that address is Jennifer A. Englert, Esq.

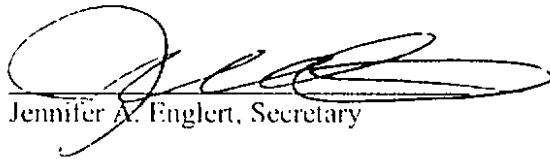
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed under the seal of this corporation on this 19 day of May, 2020.

AIREHEALTH, INC.

Stacie Ruth

Stacie Ruth, President

ATTEST:



Jennifer A. Englert, Secretary

2020 MAY 22 AM 8:19  
JENNIFER A. ENGLERT  
TALLAHASSEE, FLORIDA

## COMPLIANCE CERTIFICATE

The undersigned, **Stacie Ruth**, hereby certifies that he or she is the duly elected and acting Chairman of the Board of Directors of **AireHealth, Inc.** (the "Company"), a **Florida Profit Corporation**, and further certifies on behalf of the Company that **the Amended and Restated Articles of Incorporation (restatement) was adopted May 19, 2020 by the board of directors and does not contain any amendment requiring shareholder approval**

IN WITNESS WHEREOF, the undersigned has hereunto set her hand as President/Director of the Board of Directors of the Company, this 19th day of **May, 2020**.



**Stacie Ruth**, President/Director of the Board of Directors

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA