

P19000091247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

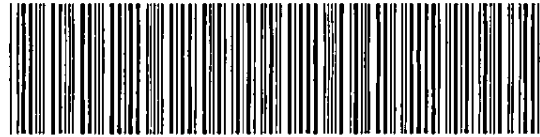
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN 09 2020

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

(OFFICE USE ONLY)

Corporation Name & Document Number, (if known):

I. AIREHEALTH, INC
Corporation Name Document #

☒ Walk in

____ Pick up time _____

____ Mail out

____ Will wait

____ Photocopy

____ Certified Copy

____ Certificate of Good Standing

NEW FILINGS

AMENDMENTS

____ Profit

☒ Amendment

____ Not for Profit

____ Resignation of R. A. Officer/Director

____ Limited Liability

____ Change of Registered Agent

____ Domestication

____ Dissolution/Withdrawal

____ Other -

____ Merger

OTHER FILINGS

REGISTRATION/QUALIFICATIONS

____ Annual Report

____ Foreign

____ Fictitious Name

____ Limited Partnership

____ APOSTIL

____ Reinstatement

____ Trademark

____ Other

COUNTRY

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AireHealth, Inc.

DOCUMENT NUMBER: P19000091247

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer A. Englert
Name of Contact Person
The Orlando Law Group, PL
Firm/ Company
12301 Lake Underhill Road, Suite 213
Address
Orlando, FL 32828
City/ State and Zip Code
jenglert@theorlandolawgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer A. Englert at (407) 512-4394
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AIREHEALTH, INC.

2020 JUN -8 AM 7:36

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 June 2, 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

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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) Conversion of Class A Common Stock to Class F Common Stock. Each share of Class F Common Stock shall be convertible into one (1) fully-paid and non-assessable share of Class A Common Stock (i) at the option of the holder thereof at any time upon written notice to Corporation and thereafter shares so converted shall be deemed to constitute Class A Common Stock for all purposes under these Articles of Incorporation without the need to authorize additional shares of Class A Common Stock.

(c) 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

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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
2nd day of June, 2020.

AIREHEALTH, INC.



Stacie Ruth, President

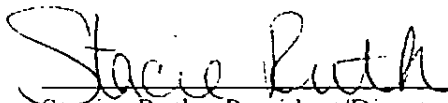
ATTEST:


Jennifer A. Englert, Secretary

COMPLIANCE CERTIFICATE

The undersigned, Stacie Ruth, hereby certifies that 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 June 2, 2020 by the board of directors and each of the conditions set forth in the Shareholder Agreement have been met in that all Shareholders have consented to the Amendment in writing on this day.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand as President/Director of the Board of Directors of the Company, this 2nd day of June, 2020.



Stacie Ruth, President/Director of the Board of Directors

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