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Florida Department of State  
Division of Corporations  
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Email Address: belinda.lewis@bluedropusa.comCOR AMND/RESTATE/CORRECT OR O/D RESIGN  
BLUEDROP USA INC.

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6/2/2020**

May 22, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BLUEDROP USA INC.  
13419 SUMMER RAIN DR.  
ORLANDO, FL 32828US

SUBJECT: BLUEDROP USA INC.  
REF: P20000017653

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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

FAX Aud. #: H20000151099  
Letter Number: 420A00010337

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**BLUEDROP USA INC.**

The undersigned, Chief Executive Officer of **BLUEDROP USA INC.**, a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of this Corporation is **BLUEDROP USA INC.** The duration of this Corporation shall exist perpetually.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2603 Challenger Tech Court, Suite 180, Orlando, Florida 32826.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The address of the registered office of this Corporation shall be:

13419 Summer Rain Drive  
Orlando, Florida 32828

The name of the registered agent of this Corporation at that address shall be:

Belinda Lewis

**ARTICLE IV - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

A. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments.

C. To facilitate the purposes or objects of this Corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof; as necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

**ARTICLE V - CAPITAL STOCK**

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A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### ARTICLE VI - BOARD OF DIRECTORS

A. The singular shall include the plural, the masculine gender shall include the feminine and neuter, and vice versa, as the context requires.

B. Directors must be shareholders of this corporation. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

C. This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

D. At each annual meeting, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the sooner of: the term for which she is elected; until her successor shall have been elected and qualified; or until her earlier resignation, removal from office or death.

E. Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

F. At a meeting of shareholders called expressly for that purpose, or by action of the shareholders pursuant to Article I, Section 11 of the Bylaws, a director may be removed for cause, by a vote of the shares then entitled to vote at an election of directors; and if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

G. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Stock Purchase and Shareholders' Agreement between this Corporation and its Shareholders (the "Shareholders' Agreement"), by contract or by law, the affirmative vote of at least a majority of the number of directors shall be the act of the board of directors.

### ARTICLE VII - INITIAL DIRECTOR AND OFFICERS

The name and address of the initial member of the board of directors and officers, to hold office for the first year of existence of this corporation or until her/his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Belinda Lewis	2603 Challenger Tech Court Suite 180 Orlando, Florida 32826	Director Chief Executive Officer Treasurer
Brett Ulander, PsyD	2603 Challenger Tech Court Suite 180 Orlando, Florida 32826	President Secretary

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### ARTICLE VIII - SHAREHOLDERS

A. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law, the affirmative vote of at least a majority of all shares entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

B. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of Shareholders.

C. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

### ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of such Shareholder's shares, or any or all of its shares owned and held by a Shareholder who dies, all in accordance with the Bylaws adopted by the Shareholders of this Corporation, or the Shareholders' Agreement; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

#### ARTICLE X - AMENDMENT

These Amended and Restated Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

#### ARTICLE XI - ADOPTION

The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the board of directors and shareholders of the Corporation by Unanimous Written Consent on June 1, 2020, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

*[Remainder of page intentionally left blank.]*

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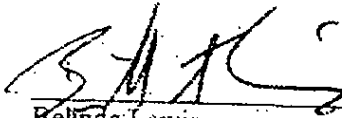
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 1st day of June, 2020.

  
Belinda Lewis, Chief Executive Officer

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **BLUEDROP USA INC.**, I hereby accept and agree to act in this capacity.

  
Belinda Lewis

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