

P20000017653

(Requestor's Name)

(Address)

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☐ PICK-UP

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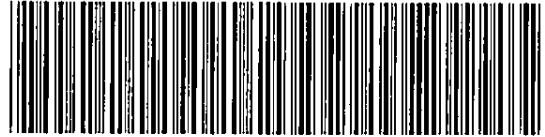
(Business Entity Name)

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*Amended &  
Restated Articles*

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2024 FEB -8 AM 11:35

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2024 FEB -8 AM 11:16

TALLAHASSEE FLORIDA

A. RAMSEY

FEB 9 2024



CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext:

To: Department Of State, Division Of Corporations  
From: Shauna Godbolt  
Ext:  
Date: 02/08/24  
Order #: 1416472-1  
Re: Bluedrop Usa Inc.  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$0.0 - FL State Account Number:

I20000000195

AUTH

A handwritten signature in black ink, appearing to read 'Shauna Godbolt', is written over the text 'AUTH' and the account number.

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**BLUEDROP USA INC.**

2024 FEB -8 AM 11:35  
FILED

The undersigned, as President 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 3275 Progress Drive, Suite D, Orlando, Florida 32826.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

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

1201 Hays Street  
Tallahassee, FL 32301

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

Corporation Service Company

**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**

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- 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 VII- 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 VIII - 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.

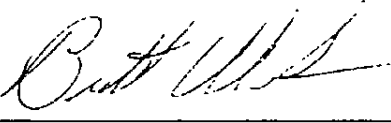
#### **ARTICLE IX - ADOPTION**

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 February 6, 2024, in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

*[Remainder of page intentionally left blank.]*

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation, this 7<sup>th</sup> day of February, 2024.

BLUEDROP USA INC.


By:   
Brett Ulander, President

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-stated Corporation, at the place designated above, the undersigned, by and through its authorized officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

CORPORATION SERVICE COMPANY

By:



Name: Alexxis Weiland-Sorenson, Asst. Secretary

Date:

2/8/2024