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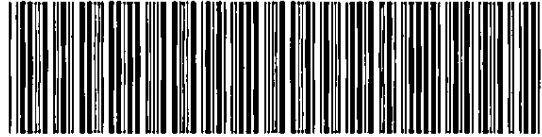
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DATE: 7/6/2021

NAME: NO H2O USA INC

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 43.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NO H2O USA INC.

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida (the "FBCA"), the undersigned, being the Chief Executive Officer of No H2O USA Inc. (hereinafter the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 19, 2020, Document No. P20000037784.

2. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 3, 2020.

3. These Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation and all holders of the Class A voting stock of the Corporation on 30th of June, 2021 pursuant to Section 607.0821 of the FBCA and Section 607.0704 of the FBCA. The number of votes cast by the directors and shareholders was sufficient for approval in accordance with the FBCA.

5. The Articles of Incorporation of the Corporation, as previously amended, shall be amended and restated to read in full as herein set forth and shall supersede the Articles of Incorporation, as previously amended.

ARTICLE I

The name of the Corporation is No H2O USA Inc.

ARTICLE II

The street and mailing address of the principal office of the Corporation is 1760 SW 30th Place, Fort Lauderdale, FL 33315.

ARTICLE III

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV

A. Authorized Shares. The total number of shares that the Corporation is authorized to issue and have outstanding at any time is seventeen million (17,000,000) shares of common stock divided into series as follows:

(i) fifteen million (15,000,000) shares of common stock with no par value have been designated Class A Stock ("**Class A Stock**"), and

(ii) two million (2,000,000) shares of common stock with no par value have been designated Class B Stock which shall be nonvoting stock ("**Class B Nonvoting Stock**").

Any references to "stock" without reference to class thereof shall refer to all shares of the common stock of the Corporation, calculated as a single class, regardless of whether Class A Stock or Class B Nonvoting Stock.

B. Rights, Powers, and Restrictions of Stock. The rights, powers, and restrictions granted to and imposed on the stock of the Corporation are as set forth below in this Article IV(B).

1. General Voting Rights. Except as otherwise provided by law, holders of Class A Stock shall be entitled to vote with respect to any question upon which holders of capital stock of the Corporation have the right to vote, and holders of Class B Nonvoting Stock shall not be entitled to vote for any purpose. The holders of Class A Stock shall be entitled to one vote for each share of Class A Stock held.

2. Voting for the Election of Directors. Holders of Class A Stock shall be exclusively entitled to elect the directors of the Corporation at any election of directors. Any director of the Corporation may be removed during his or her term of office, either with or without cause, by, and only by, the affirmative vote of the holders of the Class A Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders, and any vacancy thereby created shall be filled by the holders of Class A Stock represented at the meeting or pursuant to written consent.

3. Dividends. Holders of stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of this Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

4. Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed among the holders of stock, pro rata based on the number of shares of stock held by each such holder.

ARTICLE V

1. The street address of the registered office of the Corporation is 1760 SW 30th Place, Fort Lauderdale, FL 33315. The name of the registered agent of the Corporation at that office is Nicole M. Ciovacco Esq.

ARTICLE VI

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by 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, officer, employee, or agent of the Corporation or, while a director, officer, employee, or agent 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 VII 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.

* * *

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

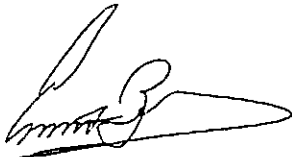


Name: Nicole M. Ciovacco, Esq.

6/30/21

Date

I submit these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Name: Emmet O'Brien

_06/30/2021

Date

Title: CEO