

P200000081210

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

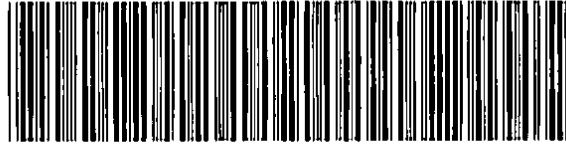
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500353625295

2020 OCT 19 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

10/20/20--01001--001 \*\*113.75

RECEIVED  
2020 OCT 19 PM 1:52  
TALLAHASSEE, FL

NO CUI  
OCT

## **Filing Cover Sheet**

Florida Division of Corporations

: TAYLOR SEAY C/O Capitol Services, Inc.

10/19/2020

#: 1154287

**Entity Name: LEAGUE ONE VOLLEYBALL, LLC (FL) CONVERTING INTO LEAGUE ONE  
VOLLEYBALL, INC. (FL)**

Articles Incorporation ( )

Articles of Amendment ( )

Articles of Dissolution ( )

Annual Report ( )

Conversion (XXX)

Fictitious Name ( )

Foreign Qualification ( )

Limited Liability ( )

Limited Partnership ( )

Merger ( )

Reinstatement ( )

Withdrawal / Cancellation ( )

Other ( )

**FEES PREPAID WITH CHECK#1960 FOR \$113.75**

### **PLEASE RETURN:**

**Certified Copy (XX)**

**Plain Photocopy ( )**

**Good Standing ( )**

**Certificate of Fact ( )**

2020 OCT 19 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FL**ARTICLES OF CONVERSION****LEAGUE ONE VOLLEYBALL, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
TO  
LEAGUE ONE VOLLEYBALL, INC.,  
A FLORIDA CORPORATION**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with Sections 607.11933 & 607.0202 of the Florida Business Corporation Act (the "Act");

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is League One Volleyball, LLC.
2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on April 30, 2020.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is League One Volleyball, Inc.
4. This conversion was approved by the eligible converting entity in accordance with the Act.

Signed this 16th day of October, 2020

Signature: \_\_\_\_\_

Printed Name: Katlyn Gao

Title: Chief Executive Officer

FILED

2020 OCT 19 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FL

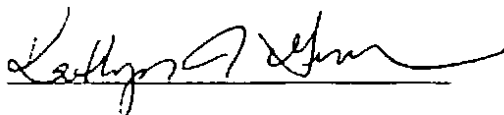
**ARTICLES OF CONVERSION**

**LEAGUE ONE VOLLEYBALL, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
TO  
LEAGUE ONE VOLLEYBALL, INC.,  
A FLORIDA CORPORATION**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with Sections 607.11933 & 607.0202 of the Florida Business Corporation Act (the "Act"):

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is League One Volleyball, LLC.
2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on April 30, 2020.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is League One Volleyball, Inc.
4. This conversion was approved by the eligible converting entity in accordance with the Act.

Signed this 16th day of October, 2020

Signature: 

Printed Name: Katlyn Gao  
Title: Chief Executive Officer

FILED

2020 OCT 19 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
FOR RESULTING FLORIDA PROFIT  
CORPORATION**

**In compliance with Chapter 607, Florida Statutes (the "Act")**

**ARTICLE I. NAME**

The name of the corporation shall be League One Volleyball, Inc. (the "Corporation").

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

The principal place of business address and the mailing address of the Corporation is:

703 Pier Ave., Ste. B #147  
Hermosa Beach, CA 90254

**ARTICLE III. PURPOSE**

The purpose for which the corporation is organized is to conduct any and all activities as may be properly conducted in accordance with the laws of the State of Florida.

**ARTICLE IV. AUTHORIZED STOCK**

The Corporation is authorized to issue 50,000,000 shares of common stock (the "Common Stock") and 10,000,000 shares of preferred stock (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of stock of the Corporation.

**A. COMMON STOCK**

The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of shareholders (and actions by written consent in lieu of meetings); provided, however, that, except as otherwise required by the Act, holders of Common Stock shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of one (1) or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one (1) or more other such series, to vote thereon pursuant to these Articles of Incorporation or pursuant to the Act.

## B. SERIES A PREFERRED STOCK

1,500,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" in this Part B of this Article IV refer to sections of Part B of this Article IV.

1. Definitions. In addition to the terms defined elsewhere in these Articles of Incorporation, the following terms used in Part B of this Article IV have the meanings indicated:

(a) "Conversion Price" shall mean One Dollar (\$1.00) for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock or Preferred Stock.

(c) "Junior Securities" shall mean the Common Stock and all other equity or equity equivalent securities of the Corporation other than those securities which are explicitly senior or *pari passu* in rights and liquidation preference to the Series A Preferred Stock.

(d) "Original Issue Date" shall mean the date on which the first share of Series A Preferred Stock is issued.

(e) "Qualified National Exchange" means a securities exchange registered with the U.S. Securities Exchange Commission under Section 6(a) of the Securities Exchange Act of 1934, as amended, as well as the over-the-counter markets administered by the OTCQX®, and the OTCQB®, and their successor-entities. The OTCBB®, OTCBB and their successor-equivalent entities shall not be deemed a "Qualified National Exchange."

(f) "Recapitalization" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

(g) "Series A Original Issue Price" shall mean One Dollar (\$1.00) per share (subject to adjustment from time to time for Recapitalizations and as set forth in Section 3(e) herein).

### 2. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, and in preference to any distribution of any of the assets of the Corporation to the holders of the Junior Securities (including Common Stock) by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to (i) the Series A Original Issue Price specified for such share of Series A Preferred Stock plus (ii) all unpaid accrued and accumulated dividends on such share of Series A Preferred Stock, if any. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to each holder of the full amounts specified in this Section 2(a), then (x) the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro-rata among the holders of the Series A

ferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section and (y) the Corporation shall not make or agree to make any payments to the holders of Junior Securities.

(b) Remaining Assets. After the payment to the holders of Preferred Stock, including to the holders of the Series A Preferred Stock of the full preferential amounts specified above, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro-rata among the holders of Preferred Stock and Common Stock in proportion to the number of shares of Common Stock held by them, with the shares of Preferred Stock being treated for this purpose as if they had been converted to shares of Common Stock at the then applicable Conversion Rate (as defined below).

(c) Shares not Treated as Both Series A Preferred Stock and Common Stock in any Distribution. Except as set forth in Section 2(b) above, shares of Series A Preferred Stock shall not be entitled to be converted into shares of Common Stock in order to participate in any distribution, or series of distributions, as shares of Common Stock, without first foregoing participation in the distribution, or series of distributions, as shares of Series A Preferred Stock.

(d) Reorganization. For purposes of Part B of this Article IV, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include: (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the outstanding securities of the Corporation immediately prior to such transaction continue to retain (either by holding voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(e) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to shareholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, the value of such assets shall be their fair market value as determined in good faith by the Board of Directors. Except that any securities to be distributed to shareholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a Qualified National Exchange, then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange over the ten (10) trading day period ending five (5) trading days prior to the distribution;

(ii) if the securities are actively quoted on the OTC Pink®, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the distribution; and

(iii) if the securities are not traded on a Qualified National Exchange or actively quoted on the OTC Pink®, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

In the event of a merger or other acquisition of the Corporation by another entity, the distribution date shall be deemed to be the date such transaction closes.

3. Conversion Rights. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by dividing (i) the Series A Original Issue Price, by (ii) the product of (X) 0.15 and (Y) the Conversion Price (the "Conversion Rate"). The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted shall be the Conversion Rate multiplied by the number of shares of Series A Preferred Stock being converted. Upon any decrease or increase in the Conversion Price, as described in this Section 3, the Conversion Rate shall be appropriately increased or decreased.

(b) Mandatory Conversion. The Corporation shall have the right to effect the conversion of each share of Series A Preferred Stock then currently outstanding into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share upon the closing of the sale of shares of Common Stock to the public in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least \$25,000,000 of aggregate net proceeds to the Corporation in connection with such offering the Common Stock is listed on a Qualified National Exchange (a "Mandatory Conversion Event"), then (i) all outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective Conversion Rate, and (ii) such shares may not be reissued by the Corporation. Notwithstanding the foregoing, the Series A Preferred Stock shall not be subject to conversion pursuant to this Section 3(b) until all outstanding Convertible Securities and any other outstanding Preferred Stock is also converted into Common Stock.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined in good faith by the Board of Directors. For such purpose, all shares of Series A Preferred Stock held by each holder of Series A Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, such holder shall either surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at its office that he elects to convert the same; provided, however, that on the date of a Mandatory Conversion Event, all outstanding shares of Series A Preferred Stock shall be converted without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing shares of Common Stock issuable upon such Mandatory Conversion Event unless either the certificates evidencing such shares of Series A Preferred Stock are delivered to the Corporation or its transfer agent as provided herein, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, in which case, the Corporation shall as promptly as practicable



in any event within ten (10) days thereafter) deliver to the holder a certificate evidencing the shares of Common Stock. On the date of the occurrence of a Mandatory Conversion Event, each holder of record of shares of Series A Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Series A Preferred Stock shall not have been delivered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Series A Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder. The issuance of certificates for shares of Common Stock upon conversion of Series A Preferred Stock pursuant to this Section 3 shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Series A Preferred Stock. In the event the outstanding shares of Series A Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Series A Preferred Stock, the Series A Original Issue Price in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Series A Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Series A Preferred Stock, the Series A Original Issue Price in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above, if the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Series A Preferred Stock shall have the right thereafter to convert such shares of Series A Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such Series A Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

#### 4. Voting.

(a) Voting as a Single Class. Except as set forth in this Section 4, on any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining the shareholders entitled to vote on such matter. Except as provided by law or by the other provisions of these Articles

incorporation, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class.

(b) Series A Director; Hirschmann Director. The holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) members of the Board of Directors of the Corporation. One of the members shall be elected by the affirmative vote of the holders of Series A Preferred Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders (the "Series A Director"), and the other shall be Peter Hirschmann, except in the event of the death of Peter Hirschmann or removal pursuant to this Section 4(b) (the "Hirschmann Director"). The Series A Director, elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of Series A Preferred Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. The Hirschmann Director may be removed only for cause by, and only by, a unanimous affirmative vote of the holders of Series A Preferred Stock, given either at a special meeting of such shareholders duly called for that purpose, not by written consent of shareholders. A meeting of the Board of Directors shall not be deemed to have a quorum unless the Hirschmann Director is present, and no vote of the Board of Directors shall be deemed to be the action of the Board of Directors without the affirmative vote of the Hirschmann Director.

(c) Series A Preferred Stock Protective Provisions. At any time when at least 10% of the shares of Series A Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or these Articles of Incorporation) the written consent or affirmative vote of holders of at least 75% of the outstanding shares of Series A Preferred Stock voting separately as a class and the affirmative vote of the Hirschmann Director, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect.

(1) effect any liquidation, dissolution or winding up of the Corporation the Corporation as set forth in Section 2, or consent to the foregoing;

(2) (i) create, or authorize the creation of, or issue or obligate itself to issue shares of, or reclassify, any stock unless the same is Junior Securities, or (ii) increase the authorized number of shares of Series A Preferred Stock, or any additional class or series of stock of the Corporation unless the same is Junior Securities;

(3) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of stock of the Corporation other than (i) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (ii) purchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof or (iii) as approved by the Board of Directors, including the approval of the Series A Director;

(4) create, adopt, amend, terminate or repeal any equity (or equity-linked) compensation plan or option or waive any of the terms of any option or other grant pursuant to any such plan unless approved by the Board of Directors, including the Series A Director;

(5) create, or authorize the creation of, or issue, or authorize the issuance of any debt security or create any lien or security interest (except for purchase money liens or statutory liens of landlords, mechanics,

rialmen, workmen, warehousemen and other similar persons arising or incurred in the ordinary course of (ness) or incur other indebtedness for borrowed money, including but not limited to obligations and contingent gations under guarantees, or permit any subsidiary to take any such action with respect to any debt security lien, rity interest or other indebtedness for borrowed money, if the aggregate indebtedness of the Corporation and its idiaries for borrowed money following such action would exceed \$100,000 other than equipment leases, bank of credit or trade payables incurred in the ordinary course, unless approved by the Board of Directors, including approval of the Series A Director:

(6) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or igh one (1) or more other subsidiaries) by the Corporation, or permit any subsidiary to create, or authorize the ion of, or issue or obligate itself to issue, any shares of any class or series of capital stock, or sell, transfer or ewise dispose of any capital stock of any direct or indirect subsidiary of the Corporation, or permit any direct or ect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of ed transactions) of all or substantially all of the assets of such subsidiary, unless approved by the Board of ctors, including the approval of the Series A Director; or

(7) increase or decrease the authorized number of members constituting the Board of Directors, ge the number of votes entitled to be cast by any members constituting the Board of Directors, or adopt any ision inconsistent with this Article IV, unless approved by the Board of Directors, including the approval of the es A Director.

5. Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other ; or series of stock of the Corporation (other than dividends on shares of Common Stock payable in shares of mon Stock) unless (in addition to the obtaining of any consents required elsewhere in these Articles of rporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously ve, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) in the case dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share Series A Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or s determined, if applicable, as if all shares of such class or series had been converted into Common Stock and he number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a end on any class or series that is not convertible into Common Stock, at a rate per share of Series A Preferred k determined by (A) dividing the amount of the dividend payable on each share of such class or series of stock ne original issuance price of such class or series of stock (subject to appropriate adjustment in the event of any k dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) ilying such fraction by an amount equal to the Series A Original Issue Price; provided that, if the Corporation are, pays or sets aside, on the same date, a dividend on shares of more than one (1) class or series of stock of the oration, the dividend payable to the holders of Series A Preferred Stock pursuant to this Section 5 shall be ulated based upon the dividend on the class or series of stock that would result in the highest Preferred Stock end.

6. Miscellaneous.

(a) The headings herein are for convenience only, do not constitute a part of this Designation of ts and shall not be deemed to limit or affect any of the provisions hereof.

(b) Any notice required or permitted by the provisions of this Designation of Rights to be given to holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown in the records of the Corporation, or given by electronic communication in compliance with the provisions of the and shall be deemed sent upon such mailing or electronic transmission.

C. OTHER SERIES OF PREFERRED STOCK. From time to time, by resolution duly adopted, the Board of Directors is authorized to designate from the authorized preferred stock that is not designated as Series A Preferred Stock, additional series of preferred stock having such number, preferences, limitations and relative rights as shall be deemed necessary and to be in the best interests of the Corporation.

#### **ARTICLE V. NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

#### **ARTICLE VI. CORPORATE EXISTENCE**

The duration of this Corporation is to be perpetual.

#### **ARTICLE VII. INITIAL DIRECTORS AND OFFICERS**

The initial Board of Directors of the Corporation shall consist of 2 members. This number may be increased or decreased from time to time in accordance with these Articles of Incorporation and the Corporation's Bylaws, but shall never be less than one, and shall always include the Hirschmann Director and the Series A Director. The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

Peter Hirschmann, as the Hirschmann Director and Chairman  
703 Pier Ave., Ste. B #147  
Hermosa Beach, CA 90254

Dennis Strand, as the Series A Director and Vice Chairman  
703 Pier Ave., Ste. B #147  
Hermosa Beach, CA 90254

Katlyn Gao, a Director  
703 Pier Ave., Ste. B #147  
Hermosa Beach, CA 90254

The names and addresses of the individuals who will serve as initial officers are as follows:

Peter Hirschmann, as Chairman

703 Pier Ave., Ste. B #147

Hermosa Beach, CA 90254

Katlyn Gao, as Chief Executive Officer

703 Pier Ave., Ste. B #147

Hermosa Beach, CA 90254

Dennis Strand, as Vice Chairman

703 Pier Ave., Ste. B #147

Hermosa Beach, CA 90254

#### **ARTICLE VIII. INDEMNIFICATION**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by with Chapter 607, Florida Statutes 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 or officer of the Corporation or, while a director or officer 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 in the manner described in the Bylaws. Any amendment, repeal, or modification of this Article IX 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.

#### **ARTICLE IX. AMENDMENT**

Subject to provisions of the Act, these Articles of Incorporation or any amendment thereto may be amended (i) following the recommendation of such amendment by the Board of Directors, including the affirmative vote of the Hirschmann Director on such recommendation, to the shareholders of the Corporation, (ii) the approval by the affirmative vote of a majority in voting power of the outstanding shares present in person or represented by proxy at a meeting of shareholders (or written consent) and (iii) the approval by the affirmative vote of 75% of the aggregate voting power of the outstanding shares of Series A Preferred Stock voting separately as a class.

**ARTICLE X. REGISTERED AGENT**

The name of the Corporation's registered agent is Capitol Corporate Services, Inc. and the street address of its registered office is as follows:

515 East Park Avenue, 2nd Floor  
Tallahassee, FL 32301

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

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

*Kim Tadlock*

Kim Tadlock, Asst. Sec. on behalf  
of Capitol Corporate Services, Inc.

Required Signature/Registered Agent

Date: October 16th, 2020

2020 OCT 19 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED