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Estimated Charge	\$43.75

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OTH ENTERPRISES, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The present name of the Corporation is OTH Enterprises, Inc. The date of filing of the original Articles of Incorporation of the Corporation with the Secretary of State of Florida was October 23, 2020.

2. The Articles of Incorporation of the Corporation, as so amended to date, are hereby amended and restated as set forth in the Amended and Restated Articles of Incorporation hereafter provided for.

3. The provisions of the Articles of Incorporation of the Corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled the Amended & Restated Articles of Incorporation of OTH Enterprises, Inc. without any further amendment(s) other than the amendment(s) herein certified and without any discrepancy between the provisions of the articles of incorporation as heretofore amended and supplemented and the provisions of the said single instrument hereinafter set forth.

4. The amendment and restatement of the Articles of Incorporation herein certified have been duly adopted by the Board of Directors and shareholders in accordance with the provisions of Sections 607.0704 and 607.1007 of the Florida Business Corporation Act.

5. The Articles of Incorporation of the Corporation, as amended and restated herein, shall at the effective time of this Amended & Restated Articles of Incorporation, shall read as follows:

ARTICLE FIRST. The name of the Corporation is: OTH Enterprises, Inc. (the "Corporation").

ARTICLE SECOND. The address of its registered office in the State of Florida is 7293 NW 2nd Avenue, Miami, Florida 33139 and the name of the registered agent of the Corporation in the State of Florida at such address is Caldera Law PLLC.

ARTICLE THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is Eight Million (8,000,000) shares of common stock, with a par value of \$0.001 per share, with Five Million (5,000,000) shares of Class A Common Stock, with a par value of \$0.001 per share (the "Class A Common Stock"). Two Million (2,000,000) shares of Class B Common Stock, with a par value of \$0.001 per share (the "Class B Common Stock"). One Million (1,000,000) shares of Class C Common Stock, with a par value of \$0.001 per share (the "Class C Common Stock"). and Two Million (2,000,000) shares of Preferred Stock, with a par value of \$0.001 per share (the "Preferred Stock"). The Class A Common Stock, Class B Common Stock and Class C Common Stock may be collectively referred to as the "Common Stock". A description of

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the respective classes of stock and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and the qualifications, limitations, and restrictions of the Class A Common Stock, Class B Common Stock and Class C Common Stock are set forth below in this instrument.

I. PREFERRED STOCK

The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors of the Corporation may determine. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes of capital stock. Except as otherwise provided in these Articles of Incorporation or as set forth in any Certificate of Designation filed in accordance with the Florida Business Corporation Act with respect to the designation of any series of Preferred Stock, different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes.

The Board of Directors of the Corporation is expressly authorized, by a vote or written consent of the Board of Directors, to provide for the issuance of all or any shares of the Preferred Stock in one or more series, each with such designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and such qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the Board of Directors of the Corporation to create such series, and a Certificate of Designation of said resolution or resolutions shall be filed in accordance with the Florida Business Corporation Act. The authority of the Board of Directors of the Corporation with respect to each such series shall include, without limitation of the foregoing, the right to provide that the shares of each such series may: (i) have such distinctive designation and consist of such number of shares; (ii) be subject to redemption at such time or times and at such price or prices; (iii) be entitled to the benefit of a retirement or sinking fund for the redemption of such series on such terms and in such amounts; (iv) be entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (v) be entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (vi) be convertible into, or exchangeable for, shares of any other class or classes of capital stock, or of any other series of the same or any other class or classes of stock of the Corporation at such price or prices or at such rates of exchange and with such adjustments, if any; (vii) be entitled to the benefit of such limitations, if any, on the issuance of additional shares of such series or shares of any other series of Preferred Stock; (viii) be entitled to voting rights, if any, or no voting rights, including special voting rights with respect to the election of directors, certain corporate actions, or other matters adversely affecting any such series or (ix) be entitled to such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors of the Corporation may deem advisable and as are not inconsistent with law and the provisions of these Articles of Incorporation.

II. COMMON STOCK

1. **Rights and Restrictions of Class A Common Stock.** The rights, privileges, and restrictions granted to and imposed on the Class A Common Stock are as set forth below in this Section 1.

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(a) **Dividend Rights.** The holders of Class A Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, their pro rata share of such dividends as may be declared from time to time by the Board of Directors.

(b) **Liquidation Rights.** In the event of any voluntary or involuntary bankruptcy, liquidation, dissolution or winding up of the Corporation, the holder of each outstanding share of Class A Common Stock shall be entitled to be paid a pro-rata distribution or dividend, out of the assets of the Corporation available for distribution to its shareholders.

(c) **Redemption.** The Class A Common Stock is not redeemable.

(d) **Voting Rights.** The holder of each share of Class A Common Stock shall have the right to one vote for each such share of Class A Common Stock on all matters put before the shareholders and as required by law, shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law, the Bylaws and these Articles.

(e) **Director Appointment Rights.** Unless otherwise provided in any shareholders agreement relating to the Corporation, the holders of a majority of the shares of Class A Common Stock shall have the exclusive right to appoint directors to the Board of Directors of the Corporation.

2. **Rights, Preferences and Restrictions of Class B Common Stock and Class C Common Stock.** The rights, preferences, privileges, and restrictions granted to and imposed on the Class B Common Stock and Class C Common Stock are as set forth below in this Section 2.

(a) **Dividend Rights.** The holders of Class B Common Stock and Class C Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, their pro rata share of such dividends as may be declared from time to time by the Board of Directors.

(b) **Liquidation Rights.** In the event of any voluntary or involuntary bankruptcy, liquidation, dissolution or winding up of the Corporation, the holder of each outstanding share of Class B Common Stock and Class C Common Stock shall be entitled to be paid a pro-rata distribution or dividend, out of the assets of the Corporation available for distribution to its shareholders.

(c) **Redemption.** The Class B Common Stock and Class C Common Stock are not redeemable.

(d) **Voting Rights.** The shares of Class B Common Stock and Class C Common Stock shall have no voting rights unless required by law and shall not be entitled to notice of any shareholders' meeting.

ARTICLE FIFTH. The Corporation is to have perpetual existence.

ARTICLE SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

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I. Except as limited by any provision in any Articles of Incorporation, the Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation.

II. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

III. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

IV. Any vote or votes authorizing liquidation of the Corporation or proceedings for its dissolution may provide, subject to the rights of creditors and the rights expressly provided for particular classes or series of capital stock, for the distribution among the shareholders of the Corporation of the assets of the Corporation as provided herein, wholly or in part or in kind, whether such assets be in cash or other property, and may authorize the Board of Directors of the Corporation to determine the valuation of the different assets of the Corporation for the purpose of such liquidation and may divide or authorize the Board of Directors to divide such assets or any part thereof among the shareholders of the Corporation, in such manner that every shareholder will receive a proportionate amount in value (determined as provided herein) of cash or property of the Corporation upon such liquidation or dissolution even though each shareholder may not receive a strictly proportionate part of each such asset.

ARTICLE SEVENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of this Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 605.0709 of the Florida Business Corporation Act or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 607.1405 of the Florida Business Corporation Act, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE EIGHTH.

I. **Elimination of Personal Liability.** The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its

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shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, or (iv) for any transaction from which such director derived an improper personal benefit.

If the Florida Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time.

Any repeal or modification of this Article shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

II. Indemnification.

A. Right to Indemnification. Each person who was or is made a party to or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith. Such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Florida Business Corporation Act so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section, the Florida Business Corporation Act or otherwise (hereinafter an "undertaking").

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B. Right of Indemnitee to Bring Suit. If a claim under paragraph A of this Section is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the indemnitee. No potential indemnitee shall be entitled to advancement of expenses under this Articles of Incorporation or the By-Laws in any action involving a proceeding by the Corporation against the indemnitee for any claim by the Corporation involving a breach of fiduciary duty of the indemnitee to the Corporation, gross negligence, bad faith, intentional misconduct or unlawful conduct.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Articles of Incorporation, By-law, contract or agreement, vote of shareholders or disinterested directors or otherwise.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

E. Indemnification of Employees or Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the Provisions of this Section with respect to the indemnification and advancement of expenses of directors, and officers of the Corporation.

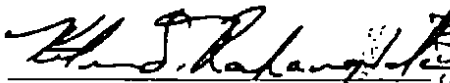
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ARTICLE NINTH. The Corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a sharcholder herein are granted subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation has been signed and executed on behalf of the Corporation, by its President, as of September 18, 2023.

OTH Enterprises, Inc.

By : 
Ketan Rahangdale, President

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