

# P20000086650

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Email Address: *jpconrea@wellcott.com*

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
WELLCOT YHR, INC**

|                       |         |
|-----------------------|---------|
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WELLCOT YHR, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), **WELLCOT YHR, INC.**, a Florida corporation (the "**Corporation**"), does hereby certify as follows:

- (a) The Corporation was incorporated pursuant to the Act effective on November 6, 2020. The original Articles of Incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on November 6, 2020, under Document# P20000086650;
- (b) That the Board of Directors of the Corporation duly adopted resolutions approving these Amended and Restated Articles of Incorporation of the Corporation, declaring these Amended and Restated Articles of Incorporation to be advisable and in the best interests of the Corporation and its shareholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor;
- (c) The shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation by written consent in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (d) These Amended and Restated Articles of Incorporation restate, integrate and amend the original Articles of Incorporation of the Corporation and the text of the Articles of Incorporation is amended and restated in its entirety to read in full as follows:

**ARTICLE I. NAME**

The name of the Corporation is: **WELLCOT YHR, INC.**

**ARTICLE II. ADDRESS**

The principal place of business of the Corporation shall be:

3228 Wickersham Ct.  
Orlando, FL 32806

The mailing address of the Corporation shall be:

3228 Wickersham Ct.  
Orlando, FL 32806

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

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#### **ARTICLE IV. PURPOSE**

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE V. AUTHORIZED SHARES**

The Corporation is authorized to issue two classes of shares of common stock, designated respectively as "Class A Common Stock" and "Class B Common Stock." The total number of shares of Class A Common Stock which this Corporation is authorized to issue is 2,020,200 having a par value of \$0.01 per share. The total number of shares of Class B Common Stock which this Corporation is authorized to issue is 200,000,000 having a par value of \$0.01 per share.

The relative rights and limitations in respect of the Corporation's shares shall be as follows:

##### **A. Class A Common Stock.**

(1) Voting. The Class A Common Stock shall have the exclusive right to vote for the election of directors and on all other matters in which shareholders are generally entitled to vote. Each Class A Common Stock shall have one vote per share on matters on which holders of Class A Common Stock are entitled to vote.

##### **(2) Dividends.**

(a) After the Corporation has complied with any requirements for setting aside sums as sinking funds or as redemption or purchase accounts and subject further to subpart (b) of this paragraph, the holders of Class A Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

(b) No dividend will be paid or authorized and set apart for payment on any Class A Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Class B Common Stock.

(3) Distributions. The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Class A Common Stock and Class B Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

- (4) Issuance. Class A Common Stock may be issued from time to time on such terms and for such consideration as shall be determined by the Board of Directors.

**B. Class B Common Stock.**

- (1) Same Rights as Common Shares. Except with respect to voting rights and as otherwise specifically provided in these Articles of Incorporation, Class B Common Stock shall have the same preferences, limitations, and relative rights as, and shall be identical in all respects to, the Class A Common Stock.
- (2) No Voting Rights. Except as required by the Florida Business Corporations Act or these Articles of Incorporation, Class B Common Stock shall not have the right to vote on any matter submitted to a vote at a meeting of shareholders of the Corporation; provided that so long as any Class B Common Stock are outstanding, the Corporation shall not, without the written consent of a majority of the outstanding shares of Class B Common Stock or the affirmative vote of holders of a majority of the outstanding shares of Class B Common Stock at a meeting of the holders of Class B Common Stock duly called for such purpose, amend, alter or repeal (by merger, consolidation, combination, reclassification or otherwise) its Articles of Incorporation or bylaws so as to adversely affect (disproportionately relative to the Class A Common Stock) the preferences, rights or powers of the Class B Common Stock.
- (3) Dividends.
- (a) After the Corporation has complied with any requirements for setting aside sums as sinking funds or as redemption or purchase accounts and subject further to subpart (b) of this paragraph, the holders of Class B Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.
- (b) No dividend will be paid or authorized and set apart for payment on any Class B Common Stock for any period unless the Corporation has paid or authorized and set aside for payment in the same period, or contemporaneously pays or authorizes and sets aside for payment, an equal amount to be paid as a dividend on Class A Common Stock.
- (4) Distributions. The holders of Class B Common Stock and Class A Common Stock shall be entitled to receive, upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding-up of the Corporation, all of its remaining assets, tangible and intangible, of whatever kind available for distribution to the shareholders, ratably in proportion to the number of Class A Common Stock and Class B Common Stock held by each, with each share being proportionally equal in relation to the sum total of the two classes.

**ARTICLE VI. RECLASSIFICATION OF ISSUED SHARES**

The 1,000 shares issued and outstanding at the time of the adoption of these Amended and Restated Articles of Incorporation, all of the par value of \$0.01 per share, are hereby reclassified and changed into 1,000 shares of Class B Common Stock, without further action required.

**ARTICLE VII. REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE VIII. BYLAWS**

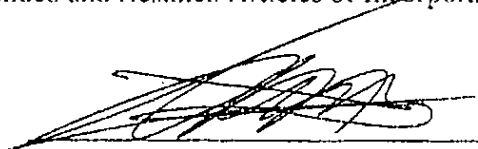
The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. DIRECTORS**

The name and address of the Directors are:

Ramon Alejandro Dreyse  
3228 Wickersham Ct.  
Orlando, FL 32806

I, the undersigned Director of the Corporation, hereby certify that these Amended and Restated Articles of Incorporation were approved by the Shareholders of the Corporation and that the number of votes cast for the amendments(s) by the Shareholders were sufficient for approval. I have signed these Amended and Restated Articles of Incorporation on the 31st day of March, 2021.

  
\_\_\_\_\_  
Ramon Alejandro Dreyse, Director