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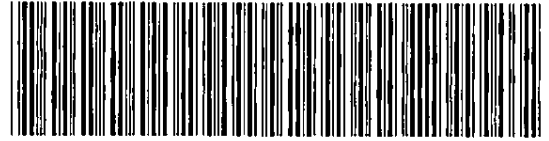
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INC amend

1. LOYAL SOURCE WORLDWIDE, INC.

(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_

(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_

(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_

(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_

(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LOYAL SOURCE WORLDWIDE, INC.**

LOYAL SOURCE WORLDWIDE, INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

- (a) The Corporation was originally incorporated pursuant to the Act on December 22, 2020 as "Loyal Source Worldwide, Inc." The original articles of incorporation (the "Original Articles") of the Corporation were filed with the office of the Secretary of State of the State of Florida on December 22, 2020;
- (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, effective the date of filing with the Florida Department of State, and the text of the Articles of Incorporation is amended and restated to read in full as follows:

**ARTICLE I. NAME**

The name of the Corporation is: **LOYAL SOURCE WORLDWIDE, INC.**

**ARTICLE II ADDRESS**

The principal place of business of the corporation shall be:

12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

The mailing address of the corporation shall be:

12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

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### ARTICLE III. 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 IV. AUTHORIZED SHARES

The total number of shares of all classes and series of stock which the Corporation shall have authority to issue is as follows:

Two hundred (200) shares of Class A common stock, \$1.00 par value per share ("**Class A Common Stock**"), and (ii) four thousand (4,000) shares of Class B common stock, \$1.00 par value per share ("**Class B Common Stock**") and, together with the Class A Common Stock, the "**Common Stock**").

On the date of the effectiveness of these Restated Articles of Incorporation, (i) each share of Common Stock (as defined in the Original Articles) outstanding immediately prior to the effectiveness of these Restated Articles of Incorporation (the "Old Common Stock") shall be reclassified as one (1) share of Class A Common Stock and twenty (20) shares of Class B Common 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 capital stock of the Corporation.

- (i) The holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The holders of the Class B Common Stock shall not have any voting rights or be entitled to any notice of meetings of stockholders, except as otherwise required by law, in which case the holders of the Class B Common Stock shall have one vote per share. In any case where holders of the Class B Common Stock are entitled to vote as required by law, they shall not be entitled to vote as a separate class, rather the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders or shares of common stock of the Corporation representing a majority of the votes represented by all outstanding shares of common stock of the Corporation entitled to vote, irrespective of the provisions of Act.
- (ii) Except as set forth in clause (i) above, the Class A Common Stock and Class B Common Stock shall have identical powers, preferences, and rights as a shareholder, including, but not limited to, rights to information, dividends or distributions and liquidation proceeds.

- (iii) In the case of any distribution or payment in respect of the shares of Common Stock upon the consolidation or merger of the Corporation with or into any other entity, or in the case of any other transaction having an effect on stockholders substantially similar to that resulting from a consolidation or merger, such distribution or payment shall be made ratably on a per share basis among the holders of the Common Stock.
- (iv) The Corporation shall not, by amendment, merger, consolidation or otherwise, without first obtaining the approval (by vote at a stockholders meeting or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of Common Stock, amend, alter, repeal or waive this Article IV.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

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

Stephen D. Lockwood  
12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

#### **ARTICLE VI. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of the Corporation 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 VII. BOARD OF DIRECTORS**

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The names and addresses of the current Directors are:

Stephen D. Lockwood  
12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

Brian Moore  
12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

Ryan O'Quinn  
12612 Challenger Parkway  
Suite 365  
Orlando, Florida 32826

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## **ARTICLE VIII. LIABILITY; INDEMNIFICATION**

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Act is amended 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 Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## **ARTICLE IX. AMENDMENTS**

Except as provided in **Article IV** and **VIII** above, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[Remainder of page intentionally left blank.]

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I, the undersigned President of the Corporation, have signed these Amended and Restated Articles of Incorporation on the 21<sup>st</sup> day of November, 2024.

DocuSigned by:

Brian Moon

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Brian Moore, President

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