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2021-03-18 10:13

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NTS INNOVATIONS, INC.**

(Pursuant to Sections 607.1007 and 607.1003
of the Florida Business Corporation Act)

NTS Innovations, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY:

That this Corporation is named NTS Innovations, Inc. (the "Corporation") and was originally incorporated in the State of Florida on January 7, 2021, and that these First Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety, and any other Articles of Amendment, Certificates of Designation thereto or the Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

That these First Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These First Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. A duly called meeting, at which a quorum was present, dated March 4, 2021, and the votes cast for the amendment by the shareholders was sufficient for approval.

That the Articles of Incorporation of this Corporation have been amended and restated in their entirety to read as follows:

FIRST: The name of this corporation is NTS Innovations, Inc. (the Corporation").

SECOND: The address of the principal office of the Corporation is 17217 San Carlos Boulevard, Fort Myers Beach, Florida 33931. The mailing address of the Corporation is 17217 San Carlos Boulevard, Fort Myers Beach, Florida 33931. The address of the Corporation's registered office is CT Corporations System, 1200 South Pine Island, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporations System.

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 FBCA.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is one hundred fifty million shares (150,000,000), of which:
(i) Ninety-six million three hundred ninety-two thousand six hundred twenty (96,392,620)

shares are Common Stock, no par value per share, from which there are eighty eight million eight hundred forty two thousand six hundred twenty (88,842,620) Common A Shares ("Common A") and seven million five hundred fifty thousand (7,550,000) Common B Shares ("Common B") (both classes of common stock collectively referred to herein as "Common Stock") and (ii) three million six hundred seven thousand three hundred eighty (3,607,380) shares are Preferred Series A Stock, no par value per share ("Preferred Stock"). Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any remaining authorized but unissued shares of common or Preferred Stock and determine the preferences, limitations, and relative rights thereof and (b) issue any remaining authorized but unissued common or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA. Without limiting the generality of the foregoing, and subject to the rights of any series of preferred stock then outstanding, the resolutions providing for issuance of any series of common or preferred stock may provide that such series shall be superior or rank equally or be junior to the common or preferred stock of any other series to the extent permitted by law.

FIFTH: 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.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings).

3. Class B Common Stock ("Common B"). The Class B Common Stock are intended to constitute "profits interests" in the Company within the meaning of Revenue Procedures 93-27 and 2001-43.

B. PREFERRED STOCK

Three million six hundred seven thousand, three hundred eighty (3,607,380) shares of the authorized and unissued stock of the Corporation are hereby designated "**Series A Preferred Stock**." Unless otherwise indicated, references to "sections" or "subsections" in this Part B of this Article Fifth refer to sections and subsections of Part B of this Article Fifth.

1. Dividends.

From and after the date of the issuance of any shares of Series A Preferred Stock, dividends at the rate per annum simple of five percent (5%) per share shall accrue on such shares of Series A Preferred Stock per annum simple (subject to appropriate adjustment in the

event of any stock dividend stock split, combination or other similar recapitalization) (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day, whether or not declared, and shall be simple: provided however, that except as set forth in the following sentence of this Section 1 or in Subsection 2.1 such Accruing Dividends shall be payable only when, as, and if declared by the Board of Directors and the Corporation shall be under no obligation to pay such Accruing Dividends otherwise. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to the amount of the aggregate Accruing Dividends then accrued on such share of Series A Preferred Stock and not previously paid.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event (a "Liquidation Event"), but before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders an amount per share equal to the each Holder of the Shares will be entitled to receive, in preference to all other common stockholders, an aggregate amount per share equal to the Share purchase price per share (the "Shares Liquidation Principal"). After payment in full of the Shares Liquidation Principal, each holder of the Shares will be entitled to receive, in preference to all other common stockholders, an aggregate amount per share equal to accrued but unpaid dividends on the Series A Preferred Stock (the "Shares Liquidation Dividend"). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1 the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution as if all amounts payable on or with respect to such shares were paid in full.

2.2 Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

2.3 Deemed Liquidation Events. A "Deemed Liquidation Event" shall be defined as a merger, consolidation or share exchange in which the Corporation is a constituent party in which its stockholders do not retain a majority of the voting power in the surviving corporation.

2.3.2 Effecting a Deemed Liquidation Event.

(a) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 2.4.1(a)(i) unless the agreement or plan of merger or consolidation for such transaction (the "**Merger Agreement**") provides that the consideration payable to the shareholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 2.2 and 2.3.

(b) In the event of a Deemed Liquidation Event referred to in Subsection 2.3 if the Corporation does not effect a dissolution of the Corporation under the FBCA within ninety (90) days after such Deemed Liquidation Event, then the Corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) to require the redemption of such shares of Preferred Stock. Prior to the distribution or redemption provided for in this Subsection 2.4.2(b), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event or in the ordinary course of business.

2.3.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, share exchange shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

2.3.4 Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Subsection 2.4.1(a)(i), if any portion of the consideration payable to the shareholders of the Corporation is payable only upon satisfaction of contingencies (the "**Additional Consideration**"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "**Initial Consideration**") shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1, 2.2 and 2.3 as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the shareholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 2.1 2.2 and 2.3 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Subsection 2.3.4, consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Initial Consideration.

3. Voting. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of 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 Preferred Stock held by such holder are convertible

as of the record date for determining shareholders entitled to vote on such matter. Except as provided by law or by the other provisions of these Articles of Incorporation, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class.

4. Conversion.

The Board of Directors and Holders shall have conversion rights as follows (the "Conversion Rights"):

4.1 Right to Convert. At any time prior to the Company's conversion of the Series A Preferred Stock, and so long as the holder is not in default of the holder's obligations to the Company, including under this Offering, the holder shall have the right, but not the obligation, to convert all, but not less than all, the Series A Preferred Stock of the holder into Common Shares on a one-for-one basis, subject to adjustment as set forth below, and shall be paid all accrued, but unpaid, dividends, pro-rated to the conversion date. At the time of conversion, the holder shall surrender the Series A Preferred Stock. Notwithstanding anything so stated herein, the Series A Preferred Stock shall automatically convert into common stock on a one-for-one basis upon the closing of a qualified, underwritten public offering that generates net proceeds to the Company at least \$50,000,000.

4.2 Mandatory Conversion. Commencing on the 7th anniversary of the purchase of the Series A Preferred Stock from the Company, the Board of Directors shall have the right, but not the obligation, to convert all, but not less than all, of the Series A Preferred Stock of the holder into Common Stock on a one-for-one basis, subject to adjustment as set forth below, and shall be paid all accrued, but unpaid, dividends, pro-rated to the conversion date. At the time of conversion, the holder shall surrender the Series A Preferred Stock. Notwithstanding anything so stated herein, the Series A Preferred Stock shall automatically convert into common stock on a one-for-one basis upon the closing of a qualified, underwritten public offering that generates net proceeds to the Company at least \$50,000,000.

4.3 Mechanics of Conversion

4.3.1 Notice of Conversion. In the case of the Board of Directors elects to convert the Series A Preferred Stock of any such Holder, as provided herein, the Board of Directors shall have the Company issue a ten (10) day notice from the Company to the Holder. The Series A Preferred Stock shall state the number of Series A Preferred Stock to be converted, the number of Common Shares to be received upon the conversion, which shall include all adjustments provided herein, and the date of conversion which shall not be less than ten (10) days from the date of the Notice.

4.3.2 Reservation of Shares. The Corporation shall at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common A Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock.

4.4 Dilution. Upon the sale of all 3,607,380 of the Series "A" Preferred Shares offered, together with 449,404 additional common shares reserved for grants or sale to employees, management, agents or new investors, there will be 100,000,000 total outstanding shares. The sale and/or conveyance of the 3,607,380 of the Series "A" Preferred Shares offered, together with 449,404 additional common shares, will result in dilution to the extent of each sale and/or conveyances. The Holders will not receive the dilution protections set forth herein as to the sale or conveyance of the 3,607,380 of the Series "A" Preferred Shares offered or the 449,404 additional common shares.

Should the Company elect to issue additional Common Shares of the Company through stock splits, stock dividends, and similar circumstances (resulting in the issuance of additional shares not accounted for in the 3,607,380 Series "A" and 449,404 Common Shares), the conversion ratio for the then Holders of the Series A Preferred Stock will be adjusted proportionally. The anti-dilution provisions contained in this paragraph as to the Series A Preferred Stock shall terminate on the date given by the Company as the date of Conversion within the notice of Conversion. In the event the Holder provides written notice of Holder's intent to convert the Series A Preferred Stock, the anti-dilution provisions contained in this paragraph as to the Series A Preferred Stock shall terminate on the date of the Notice given by the Holder is received by the Company.

Should the Company elect to issue additional preferred (convertible or otherwise) or common shares of the Company through sales, grants, recapitalizations, restructuring, and similar circumstances, such that the total outstanding share of the Company exceeds 100,000,000, all common shareholders will see a dilution of their shareholding.

Should the Company elect to issue additional preferred (convertible or otherwise) or common shares of the Company through stock splits, stock dividends and similar circumstances, common shareholders will not see a dilution of their shareholdings subject to the terms of such stock splits, stock dividends and similar circumstances.

The rights held by the then Holders of the Series A Preferred Stock against dilution herein, shall be limited to the terms and conditions provided herein. Except as provided herein, the Holders of the Series A Preferred Stock shall be subject to dilution upon the issuance of additional Common Shares or Preferred Stock (convertible or otherwise) which may be authorized and issued by the Board of Directors.

5. Notice of Record Date. In the event:

- (a) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or
- (b) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or
- (c) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation;

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

6. Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries may be cancelled and retired upon the authority of the Board of Directors after which it shall not be reissued, sold or transferred. Nothing herein shall prevent the Company from reissuing previously redeemed Preferred Shares. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption. Nothing in this Section 6 however, shall be deemed to prohibit the Corporation's future issuance of previously issued or unissued shares of Preferred Stock.

7. Most Favored Nation. From the date hereof and for so long as a Holder holds any Series A Preferred Stock, in the event that the Company issues or sells any Series A Preferred Stock, if a Holder then holding outstanding Series A Preferred Stock reasonably believes that any of the terms and conditions appurtenant to such issuance or sale are more favorable to such investors than are the terms and conditions granted to the Holders hereunder, upon notice to the Company by such Holder, the Company shall amend the terms of this Confidential Private Placement Memorandum, and all relative documents, as to such Holder only so as to give such Holder the benefit of such more favorable terms or conditions. The Company shall provide each Purchaser with notice of any such issuance or sale not later than ten (10) Trading Days before such issuance or sale; except that the following terms shall not be subject to amendment pursuant to this Section: the modified terms shall not be retroactive; the mandatory conversion date of the Series "A" Preferred Stock.

C. MISCELLANEOUS

1. Notices. Any notice required or permitted by the provisions of this Section to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the FBCA, and shall be deemed sent upon such mailing or electronic transmission.

2. Bylaws. Subject to any additional vote required by the Articles of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by the FBCA, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

3. Directors. Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

4. Director and Officer Indemnification. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended after approval by the shareholders of this Section 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 FBCA as so amended. Any repeal or modification of the foregoing provisions of this Section by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to such amendment), indemnify all of the Corporation's officers and directors, all of the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable expenses incurred thereby in any proceeding to which any such Director or Officer is a party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director or Officer under this Section. For purposes of this Section, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at any time "executive officers" of the Corporation or any of the corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Section and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Section

are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties.

Any amendment, repeal or modification of the foregoing provisions of this Section shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.


5. Venue. Unless the Corporation consents in writing to the selection of an alternative forum, the state courts of the State of Florida located in Hillsborough County, Florida shall be the sole and exclusive forum for any shareholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the FBCA or the Corporation's Articles of Incorporation or Bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the applicable court determines that there is an indispensable party not subject to the jurisdiction of the applicable court (and the indispensable party does not consent to the personal jurisdiction of the applicable court within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the applicable court, or for which the applicable court does not have subject matter jurisdiction. If any provision or provisions of this Section shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Section (including, without limitation, each portion of any sentence of this Section containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with the FBCA.

That these Amended and Restated Articles of Incorporation, which restate and integrate and further amend the provisions of this Corporation's Articles of Incorporation, has been duly adopted in accordance with Florida law and the Company By-Laws.

That these Amended and Restated Articles of Incorporation shall be deemed effective January 7, 2021.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation, having been approved by its shareholders, has been executed by a duly authorized officer of this Corporation on this 16 day of March, 2021.

By: 
Donald E. Meyer, President