

P21000015839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

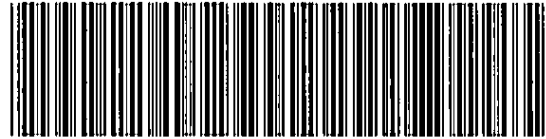
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



100367184181

FILED

2021 SEP 24 AM 9:46

CLERK OF STATE  
TALLAHASSEE, FL

RECEIVED

2021 SEP 24 PM 2:54

CLERK OF STATE  
TALLAHASSEE, FL

**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
850.656.7953

**REQUEST DATE** 9/24/2021

**PRIORITY** Regular Approval

**OUR REF.# (Order ID#)** 953274

**ORDER ENTITY**

BAYPORT INTERNATIONAL HOLDINGS, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

**BAYPORT INTERNATIONAL HOLDINGS, INC. (FL)**

File the attached amended and restated articles.

**NOTES:**

\$35.00 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "V. X.", written over a horizontal line.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAYPORT INTERNATIONAL HOLDINGS, INC.**

September 23, 2021

Paul Strickland, being the Sole Officer of Bayport International Holdings, Inc., a corporation (the "**Corporation**") duly organized under the Florida Corporation Business Act (the "**Act**"), does hereby certify as follows:

1. The name of the Corporation is Bayport International Holdings, Inc.
2. The Corporation's original Articles of Incorporation filed with the Florida Department of State, Division of Corporations were made effective on February 24, 2021. The Document Number for the Corporation is P21000015839.
3. The terms and provisions of these Amended and Restated Articles of Incorporation ("**Restated Articles**") were affirmatively approved by the holders of a majority of the issued and outstanding shares of all capital stock of the Corporation as of September 23, 2021. The number of votes cast pursuant to such consent was sufficient for approval of the Restated Articles. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida (the "**Effective Date**").
4. Pursuant to Sections 607.1003 and 607.1007 of the Act, the text of the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I – NAME**

The name of the Corporation shall be: BAYPORT INTERNATIONAL HOLDINGS, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business/mailling address of the Corporation is 4230 So. MacDill Ave., Suite 203, Tampa, FL 33611.

**ARTICLE III – PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the Act.

**ARTICLE IV – SHARES**

FILED  
2021 SEP 24 AM 9:47  
CLERK OF STATE  
TAMPA, FL

Corporation shall have authority to issue at any one time is Twenty Billion (20,000,000,000) shares, consisting of 19,740,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"); and 260,000,000 shares of preferred stock, \$.0001 par value per share (the "Preferred Stock").

Section IV.2 **Common Stock.** Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholder except as the right to exercise such vote may be limited by the provisions of these Restated Articles or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

Section IV.3 **Preferred Stock.** The Preferred Stock may be created and issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series.

Section IV.4 **Series A Preferred Stock.** A series of authorized Preferred Stock is hereby created having the designation, number of shares, powers, preferences, rights, qualifications, limitations and restrictions thereof are hereby fixed, as follows:

(a) **Designation, Par Value and Number.** The designation of the series of Preferred Stock created hereby shall be "Series A Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting the Series A Preferred Stock shall be Ten Million (10,000,000) shares, par value \$.0001 per share. In accordance with the terms hereof, each share of Series A Preferred Stock shall have the same relative rights as, and be identical in all respects with each other share of Series A Preferred Stock.

(b) **Voting.** None.

(c) **Conversion.** The Series A Preferred Stock shall be convertible, at the option of the Board of Directors at its sole discretion, at a 1:1 conversion rate such that each share of Series A Preferred Stock shall convert into one (1) shares of Common Stock.

(d) **Dividends.** None.

(e) Liquidation Preference. None.

(f) Transfer. Subject to compliance with federal, state or jurisdictional securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.

Section IV.5 **Series B Preferred Stock.** A series of authorized Preferred Stock is hereby created having the designation, number of shares, powers, preferences, rights, qualifications, limitations and restrictions thereof are hereby fixed, as follows:

(a) Designation, Par Value and Number. The designation of the series of Preferred Stock created hereby shall be "Series B Preferred Stock" (the "**Series B Preferred Stock**") and the number of shares constituting the Series B Preferred Stock shall be Two Hundred Fifty Million (**250,000,000**) shares, par value \$.0001 per share. In accordance with the terms hereof, each share of Series B Preferred Stock shall have the same relative rights as, and be identical in all respects with, each other share of Series B Preferred Stock.

(b) Voting. None.

(c) Conversion. The Series B Preferred Stock shall be convertible, at the option of the Board of Directors at its sole discretion, at a 1:1 conversion rate such that each share of Series B Preferred Stock shall convert into one (1) shares of Common Stock.

(d) Dividends. None.

(e) Liquidation Preference. None.

(f) Registration Rights. None.

(g) Transfer. Subject to compliance with federal, state or jurisdictional securities laws, the Series B Preferred Stock are freely assignable and transferable by the holder.

#### **ARTICLE V – OFFICERS AND DIRECTORS**

The number of directors that shall constitute the Board of Directors of the Corporation shall be fixed in the manner prescribed in the Bylaws of the Corporation and may be increased or decreased from time to time in such a manner as may be prescribed by the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

#### **ARTICLE VI – AMENDMENTS TO BYLAWS**

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

#### **ARTICLE VII – REGISTERED AGENT**

The registered office in the State of Florida is 1200 South Pine Island Rd, Plantation, Florida 33324, Broward County. The name of its registered agent at such address is National Registered

Agents, Inc.

#### **ARTICLE VIII – INDEMNIFICATION**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act 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. Any amendment, repeal, or modification of this Article 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 – AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Act, as amended from time to time, relating to affiliated transactions.


#### **ARTICLE X – CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Act, as amended from time to time, relating to control share acquisitions.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by Paul Strickland, its Secretary, as of the date first above written.

**BAYPORT INTERNATIONAL HOLDINGS,  
INC.**

By:   
Name: Paul Strickland  
Title: Secretary