

P21000015839

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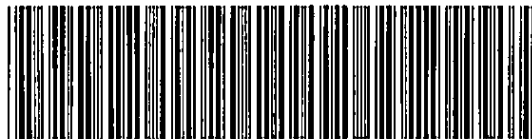
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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BayPort International Holdings, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Mark Peña
Name (Printed or typed)

41230 So. Macmillan Ave Suite I
Address

Tampa FL 33611
City, State & Zip

813 251-1289
Daytime Telephone number

Jerry@hdgusa.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

EXECUTION COPY

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

July 18, 2022

Paul Strickland being 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 May 27, 2022. 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/mailing address of the Corporation is 550 South Federal Highway, Fort Lauderdale, Florida 33301.

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

Section IV.1 **Authorized Shares**. The total number of shares of capital stock which the Corporation shall have authority to issue at any one time is Seventeen Billion (17,000,000,000)

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shares, consisting of 16,980,000.000 shares of common stock, \$.001 par value per share (the "**Common Stock**"); and 20,000,000 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**. In addition to the rights provided by law, the holders of the Series A Preferred Stock shall have super voting rights equal to of One Million (1,000,000) votes for each share of issued and outstanding Series A Preferred Stock held as of the record date for a vote or, if no record date is specified, as of the date of a vote and shall be entitled to vote on all matters submitted to the shareholders for a vote, voting together as a single class with the Common Stock and other securities that vote together with the Common Stock. The holders of the Series A Preferred Stock shall be entitled to notice of all meetings of shareholders and the rights related to voting in accordance with the Act and the Bylaws of the Corporation.

(c) **Conversion**. The Series A Preferred Stock shall be convertible, at the option of the holder, in his/her/its sole discretion, at a 1:900 conversion rate such that each share of

Series A Preferred Stock shall convert into nine hundred (900) shares of Common Stock. In order to convert the shares of Series A Preferred Stock into Common Stock, the holder shall surrender at the office of any transfer agent for the Corporation, a certificate(s) therefore, duly endorsed to the Corporation or in blank, and give written notice to the Corporation at said office that he/she/it elects to convert such shares. Shares of the Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date of surrender of such shares for conversion, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time. As promptly as practicable after the conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; *provided* that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(d) Dividends. So long as any shares of the Series A Preferred Stock are outstanding, when and as declared by the Board, and to the fullest extent permitted under the Act, the Corporation shall pay preferential dividends on each issued and outstanding share of the Series A Preferred Stock an amount equal to twice (2x) the aggregate amount of all dividends paid to holders of the Common Stock, on a pro rata basis based on the number of Series A Preferred Stock held.

(e) Liquidation Preference.

(i) General. In the event of any sale of all or substantially all of the assets of the Corporation, a sale of the Corporation, a dissolution, liquidation, bankruptcy, reorganization or other wind-down of the Corporation, whether voluntary or otherwise (a "**Liquidation Event**"), after payment or provision for payment of the Corporation's debts and other liabilities, the holders of the Series A Preferred Stock, on a pro rata basis, shall be entitled to receive, prior and in preference to any distribution or payment made to the holders of any of the issued and outstanding shares of Common Stock, out of the Corporation's remaining net assets, an aggregate amount equal to \$4,000,000.

(ii) Insufficient Funds. If, upon the occurrence of a Liquidation Event, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of the Series B Preferred Stock or any other class of Preferred Stock that is senior to the Series A Preferred Stock, the remaining net assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation and the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed pro rata among the holders of the Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(f) Registration. The holders of the Series A Preferred Stock shall have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation.

(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.

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 Ten Million (10,000,000) 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. In addition to the rights provided by law, the holders of the Series B Preferred Stock shall have super voting rights equal to of One Million (1,000,000) votes for each share of issued and outstanding Series B Preferred Stock held as of the record date for a vote or, if no record date is specified, as of the date of a vote and shall be entitled to vote on all matters submitted to the shareholders for a vote, voting together as a single class with the Common Stock and other securities that vote together with the Common Stock. The holders of the Series B Preferred Stock shall be entitled to notice of all meetings of shareholders and the rights related to voting in accordance with the Act and the Bylaws of the Corporation.

(c) Conversion. The Series B Preferred Stock shall be convertible, at the option of the holder, in his/her/its sole discretion, at a 1:900 conversion rate such that each share of Series B Preferred Stock shall convert into nine hundred (900) shares of Common Stock. In order to convert the shares of Series A Preferred Stock into Common Stock, the holder shall surrender at the office of any transfer agent for the Corporation, a certificate(s) therefore, duly endorsed to the Corporation or in blank, and give written notice to the Corporation at said office that he/she/it elects to convert such shares. Shares of the Series B Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the date of surrender of such shares for conversion, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time. As promptly as practicable after the conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; *provided* that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(d) Dividends. So long as any shares of the Series B Preferred Stock are outstanding, when and as declared by the Board, and to the fullest extent permitted under the

Act, the Corporation shall pay preferential dividends on each issued and outstanding share of the Series B Preferred Stock an amount equal to twice (2x) the aggregate amount of all dividends paid to holders of the Common Stock and/or any other series of Preferred Stock, on a pro rata basis based on the number of Series B Preferred Stock held.

(e) Liquidation Preference.

(i) General. In the event of a Liquidation Event, after payment or provision for payment of the Corporation's debts and other liabilities, the holders of the Series B Preferred Stock, on a pro rata basis, shall be entitled to receive, prior and in preference to any distribution or payment made to the holders of any of the issued and outstanding shares of Common Stock or other classes of issued and outstanding Preferred Stock ranking junior thereto, out of the Corporation's remaining net assets, an aggregate amount equal to \$4,000,000.

(ii) Insufficient Funds. If, upon the occurrence of a Liquidation Event, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of any class of Preferred Stock that is senior to the Series A Preferred Stock, the remaining net assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to pay the liquidation preference of the holders of the Series B Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation and the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed pro rata among the holders of the Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(f) Registration. The holders of the Series B Preferred Stock shall have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation.

(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 888 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316, Broward County. The name of its registered agent at such address is Torres Law, P.A.

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 sole Officer, as of the date first above written.

**BAYPORT INTERNATIONAL
HOLDINGS, INC.**

By: 
Name: Paul Strickland
Title: Secretary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, Torres Law, P.A. (Document No. P05000012792), having been named the Registered Agent of Bayport International Holdings, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 605.0113.

July 18, 2022

TORRES LAW, P.A.:

By: 
Osvaldo F. Torres