

P21000028992

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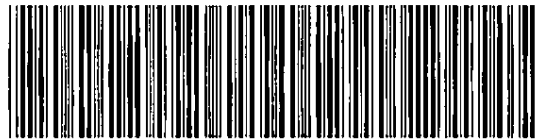
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TALLAHASSEE, FL

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TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2022

INCORPORATING SERVICES, LTD

SUBJECT: PUROAST COFFEE COMPANY, INC.
Ref. Number: P21000028992

*Please honor the
original submission date
as the file date. Thanks! :)*

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 322A00012418

*Please honor the
original submission date
as the file date. Thanks! :)*

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2022 JUN 10 PM 2:51
TALLAHASSEE, FLORIDA

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@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
mmoreau@incserv.com
850.656.7953

REQUEST DATE 5/20/2022

PRIORITY Regular Approval

OUR REF.# (Order ID#) 1040648

ORDER ENTITY

PUROAST COFFEE COMPANY, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

PUROAST COFFEE COMPANY, INC. (FL)

File the attached restated document

NOTES:

\$35.00 Authorized

Email address for annual report reminders: tlomax@sundocfilings.com

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 "WJ" or similar, written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

FILED

JUN -1 PM 7:42

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF PUROAST COFFEE COMPANY, INC.
a Florida Corporation

SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, Kerry Sachs and James Sachs, hereby certify that:

ONE: They are, respectively, the duly elected and acting President and Secretary of Puroast Coffee Company, Inc. (the "Corporation").

TWO: The Articles of Incorporation of the Corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation is Puroast Coffee Company, Inc.

ARTICLE II

The purpose for which this Corporation is organize is to engage in any and all lawful business.

ARTICLE III

(A) Classes of Stock. This Corporation is authorized to issue three classes of stock to be designated, respectively, "Common Stock," "Preferred Stock," and "Series A Preferred Stock." The total number of shares which the Corporation is authorized to issue is Five Million (5,000,000); Three Million (3,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock.

(B) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation may be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Six Hundred Seventy-Six Thousand Eighty-Six (676,086) shares, and Series B Preferred Stock, which series shall consist of Two Hundred Twenty-Five Thousand Nine Hundred Fourteen (225,914) shares, are as set forth below in Article III(C). The Board of Directors is hereby authorized to create, fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or series thereof in certificates of Determination or the Corporation's Articles of Incorporation ("Protective Provisions"), and subject to the requirements of Section 903 of the General Corporation Law, but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such wholly unissued

series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those or any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, and subject to the requirements of Section 903 of the General Corporation Law, the Board of Directors is also authorized to increase or decrease the number of shares of any series (other than the Series A Preferred Stock and Series B Preferred Stock), prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(C) Series A and Series B Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A and Series B Preferred Stock are as follows:

1. Dividend Provisions. Subject to the dividend rights of shares of series of Preferred Stock which may from time to time come into existence, the holders of shares of Series A and Series B Preferred Stock shall be entitled to receive dividends *pari passu*, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock of the Corporation, at the rate of \$0.616 per share of Series A Preferred Stock and \$0.915 per share of Series B Preferred Stock (in each case as adjusted for stock splits, stock dividends, reclassification and the like) per annum, payable when, as and if declared by the Board of Directors. Such dividends on the shares of Series A and Series B Preferred Stock shall not be cumulative. If the legally available assets shall be insufficient to permit the dividends payment to the holders of Series A and Series B Preferred Stock, then, subject to the rights of series of Preferred Stock which may from time to time come into existence, the entire assets of the Corporation legally available for the payment of dividends shall be distributed ratably among the holders of the Series A and Series B Preferred Stock in proportion to the dividend each such holder is otherwise entitled to receive. After payment of dividends to the holders of Series A and Series B Preferred Stock, any additional dividends shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock then held by each holder.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of series of Preferred Stock which may from time to time come into existence, the holders of Series A and Series B Preferred Stock shall be entitled to receive in preference to the holders of the Common Stock an amount equal to the Original Issue Price of \$6.16 per share of Series A Preferred Stock and the Original Issue Price of \$9.15 per share of Series B Preferred Stock plus, in each case, declared and unpaid dividends. If upon the occurrence of such event, the assets and funds thus distributed among the

holders of the Series A and Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of series of Preferred Stock which may from time to time come into existence, the entire remaining assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A and Series B Preferred Stock in proportion to the liquidation preference each such holder is otherwise entitled to receive.

(b) After the distributions described in subparagraph (a) above in this Section 2 have been paid, subject to the rights of series of Preferred Stock which may from time to time come into existence, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably among the holders of the Common Stock of this Corporation.

(c) A consolidation or merger of this Corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of this Corporation or the effectuation by the Corporation of a transaction or series of related transactions in which more than 50% of the voting power of the corporation is disposed of, shall be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 2.

3. Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Subject to subsection (b) below, each share of Series A and Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A and Series B Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Issue Price of \$6.16 per share for each outstanding share of Series A Preferred Stock, and the Original Issue Price of \$9.15 per share for each outstanding share of Series B Preferred Stock, by the Conversion Price at the time in effect therefore. The initial Conversion Price shall be \$6.16 per share for shares of Series A Preferred Stock, and \$9.15 per share for shares of Series B Preferred Stock provided, however, that the Conversion Price for the Series A and Series B Preferred Stock shall be subject to adjustment as set forth below herein.

(b) Automatic Conversion. Each share of Series A and Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for the Series A and Series B Preferred Stock immediately upon the consummation of the Corporation's sale of its Common Stock in an offering registered under the Securities Act of 1933, as amended (the "Act"), or exempt therefrom under the provisions of Section 3(b) of the Act, and the rules and regulations promulgated thereunder, the offering price of which is not less than \$36.60 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalization) and \$5,000,000 in the aggregate.

(c) Mechanics of Conversion. Before any holder of Series A and Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock, he or she

shall surrender the certificate or certificates thereof, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A and Series B Preferred Stock, and shall give written notice by mail, postage prepaid, to this Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. This Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A and Series B Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A and Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Series A and Series B Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A and Series B Preferred Stock shall not be deemed to have converted such Series A and Series B Preferred Stock until immediately prior to the closing of such sale of securities.

(d) Conversion Price Adjustments of Series A and Series B Preferred Stock. The Conversion Price of the Series A and Series B Preferred Stock shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A and Series B Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Prices for the Series A and Series B Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in

outstanding shares.

(iii) Except as otherwise set forth herein, upon each issuance by the Corporation of any Additional Stock (as defined below), after the date upon which any shares of the Series A and Series B Preferred Stock were first issued (the "Purchase Date" with respect to the Series A and Series B Preferred Stock), without consideration or for a consideration per share less than the Conversion Price for the Series A and Series B Preferred Stock in effect immediately prior to the issuance of such Additional Stock, the Conversion Price for the Series A and Series B Preferred Stock in effect immediately prior to each such issuance shall automatically be adjusted as set forth in this Section 3(d)(iii), unless otherwise provided in this Section 3(d)(iii).

(A) Adjustment Formula. Whenever the Conversion Price is adjusted pursuant to this Section 3(d)(iii), the new Conversion Price shall be determined by multiplying the Conversion Price then in effect by a fraction, (x) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (the "Outstanding Common") plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for such issuance would purchase at such existing Conversion Price; and (y) the denominator of which shall be the number of shares of Outstanding Common plus the number of shares of such Additional Stock. For purposes of the foregoing calculation, the term "Outstanding Common" shall include shares of Common Stock deemed issued pursuant to Section 3(d)(iii)(E) below.

(B) Definition of "Additional Stock." For purposes of this Section 3(d)(iii), "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to Section 3(d)(iii)(E)) by the Corporation after the Purchase Date) other than:

(1) Shares, options, and warrants of and on Common Stock issuable or issued to employees, consultants, directors or vendors (if in transactions with primarily nonfinancing purposes) of this Corporation directly or pursuant to a plan or approved by the Board of Directors of this Corporation at any time;

(2) shares issued as dividends or distributions to holders of shares of this Corporation's Series A and Series B Preferred Stock;

(3) shares, warrants, and options issued in connection with a merger, acquisition, or other combination with another entity, in a transaction approved by the Corporation's Board of Directors;

(4) Capital stock, or options or warrants to purchase capital stock, issued to financial institutions or lessors in connection with commercial credit arrangements, equipment financings, commercial property lease transactions or similar transactions, in each case that are approved by the Board of Directors of the Corporation;

(5) Common Stock issued or issuable upon

conversion of the Series A and Series B Preferred Stock:

(6) shares of Common Stock issued or issuable in a public offering in connection with which all outstanding shares of Series A and Series B Preferred Stock will be converted into Common Stock:

(7) shares (or warrants therefore) issued or issuable to an entity as a component of any business relationship with such entity for the purpose of (i) joint venture, technology licensing or development activities, (ii) distribution, supply or manufacture of the Corporation's products or services or (iii) any other arrangements involving corporate partners that are primarily for purposes other than raising capital, the terms of which business relationship with such entity are approved by the Board of Directors of the Corporation:

(8) shares issued in connection with any settlement agreement approved by the Corporation's Board of Directors:

(9) Shares of Common Stock issued or issuable with the affirmative vote of at least a majority of the then outstanding shares of Preferred Stock, voting together as a class.

(C) No Fractional Adjustments. No adjustment of the Conversion Price for the Series A and Series B Preferred Stock shall be made in an amount less than one one-tenth cent per share, provided that any adjustments which are not required to be made by reason of this sentence shall be carried forward and shall be either taken into account in any subsequent adjustment made prior to three years from the date of the event giving rise to the adjustment being carried forward, or shall be made at the end of three years from the date of the event giving rise to the adjustment being carried forward.

(D) Determination of Consideration. In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the cash received by the Corporation therefor. In the case of the issuance of the Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair market value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(E) Deemed Issuances of Common Stock. In the case of the issuance (whether before, on or after the applicable Purchase Date) of securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (the "Common Stock Equivalents"), the following provisions shall apply for all purposes of this Section 3(d)(iii):

1. The aggregate maximum number of shares of Common Stock deliverable upon conversion, exchange or exercise (assuming the satisfaction of any conditions to convertibility, exchangeability or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) of any

Common Stock Equivalents shall be deemed to have been issued at the time such Common Stock Equivalents were issued and for a consideration equal to the consideration, if any, received by the Corporation for any such Common Stock Equivalents (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the Corporation (without taking into account potential antidilution adjustments) upon the conversion, exchange or exercise of any Common Stock Equivalents (the consideration in each case to be determined in the manner provided in Section 3(d)(iii)(D)).

2. In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion, exchange or exercise of any Common Stock Equivalents, other than a change resulting from the antidilution provisions thereof, the Conversion Price of the Series A and Series B Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the conversion, exchange or exercise of such Common Stock Equivalents.

3. Upon the termination or expiration of the convertibility, exchangeability or exercisability of any Common Stock Equivalents, the Conversion Price of the Series A and Series B Preferred Stock, to the extent in any way affected by or computed using such Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and Common Stock Equivalents that remain convertible, exchangeable or exercisable) actually issued upon the conversion, exchange or exercise of such Common Stock Equivalents.

4. The number of shares of Common Stock deemed issued and the consideration deemed paid therefor pursuant to Section 3(d)(iii)(E)(1) shall be appropriately adjusted to reflect any change, termination or expiration of the type described in either Section 3(d)(iii)(E)(2) or 3(d)(iii)(E)(3).

4. Voting Rights. Holders of shares of Series A and Series B Preferred Stock shall have the right to that number of votes equal to the number of shares of Common Stock into which such shares of Series A and Series B Preferred Stock could then be converted (with, any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

5. Status of Converted or Redeemed Stock. In the event any shares of Series A and Series B Preferred Stock shall be converted pursuant to Article III(C)3 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Articles of Incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(D) Common Stock. This Corporation reserves to the Common Stock all of the rights, preferences, privileges and restrictions under the laws of the State of Florida not otherwise granted hereunder to the Preferred Stock. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

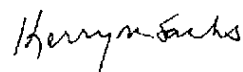
(A) The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

(B) This Corporation is authorized to indemnify agents of this Corporation, including without limitation, directors and officers, whether by bylaw, agreement, or otherwise, to the fullest extent permissible under Florida Law.

THREE: The foregoing amendment was approved by the Board of Directors of the Corporation on October 5, 2021.

FOUR: The foregoing amendment was approved on April 18, 2022 by the holders of the requisite number of shares of the Corporation in accordance with Section 607.1103 of the Florida Statutes: the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was (i) 1,110,187 shares of Common Stock, 676,086 shares of Series A Preferred Stock, and 224,745 shares of Series B Preferred Stock, voting together as a single class, (ii) 1,110,187 shares of Common Stock, voting together as a separate class, and (iii) 900,831 shares of Series A Preferred Stock and Series B Preferred Stock, voting together as a separate class. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being more than 50 percent of the outstanding shares of (i) Common Stock and Series A and Series B Preferred Stock voting together, (ii) Common Stock voting together as a separate class, and (iii) Series A and Series B Preferred Stock voting together as a separate class.

IN WITNESS WHEREOF, the undersigned have executed this certificate on April 18, 2022.



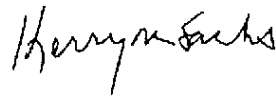
Kerry Sachs, President



James Sachs, Secretary

The undersigned certify under penalty of perjury under the laws of the State of Florida that they have read the foregoing certificate and know the contents thereof, and that the statements therein are true and correct of their own knowledge.

Executed at Miami, Florida on April 18, 2022.

A handwritten signature in cursive script, appearing to read "Kerry Sachs".

Kerry Sachs, President

A handwritten signature in cursive script, appearing to read "James".

James, Secretary