

8/15/2022

Division of Corporations

P21000065934

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BOD BRANDS FRANCHISING, INC.**

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Corporate Filing Menu

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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR A
FLORIDA PROFIT CORPORATION**

The Articles of Incorporation for Bod Brands Franchising, Inc. (the "Corporation") were filed on July 19, 2021, and assigned document number P21000065936 (the "Articles of Incorporation").

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (the "Act") and the bylaws of the Company, if any such document exists, the filing of this document with the Department of State of the State of Florida amends and restates the previously filed Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation, that satisfies the requirements of the Act, is:

Bod Brands Franchising, Inc.

**ARTICLE TWO
ADDRESSES**

The principal office address of the Corporation is:

415 North Orlando Avenue, Suite 104
Winter Park, FL 32789

The mailing address of the Corporation is:

415 North Orlando Avenue, Suite 104
Winter Park, FL 32789

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**ARTICLE THREE
PURPOSES**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

**ARTICLE FOUR
DURATION**

The Corporation's duration is perpetual.

**ARTICLE FIVE
REGISTERED AGENT**

The name and address of the Corporation's Registered Agent in the State of Florida is:

Assured Compliance Services, LLC
175 Lookout Place, Suite 100
Maitland, Florida 32751

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,
LLC.

By: 
Philip K. Calandrino, Manager

**ARTICLE SIX
AUTHORIZED STOCK**

The Corporation will have one type of common stock. This stock will have voting and nonvoting classes as outlined below:

1. **Authorized Shares.** The Corporation is authorized to issue:

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- a. 100,000 shares of Common A Nonvoting Stock, with no par value per share (the "Common A Stock"); and
 - b. 100,000 shares of Common B Voting Stock, with no par value per share (the "Common B Stock").
2. **Common Stock.** A statement of the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:
- a. Voting Rights
 - i. Common A Stock has no voting rights or powers, except for such limited voting right required by state law, and the Certificates of Shares shall reflect same.
 - ii. The holders of Common B Stock will at all times vote together as one class on all matters, including the election of directors, submitted to a vote or for the consent of the stockholders of the Corporation.
 - iii. Each holder of shares of Common B Stock is entitled to one vote for each share held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.
 - b. Dividends, and distributions. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, the holders of Common Stock are entitled to share equally (both Common A Stock and Common B Stock), on a per share basis, in those dividends or other distributions of cash, property, or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the Common Stock out of assets or funds of the Corporation legally available for those purposes.
 - c. Liquidation. Subject to the preferences applicable to any series of Preferred Stock, if any, outstanding at any time, in the event of the voluntary or involuntary liquidation the holders of Common Stock are entitled to share equally (both Common A Stock and Common B Stock), on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

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ARTICLE SEVEN PREEMPTIVE SHAREHOLDER RIGHTS

The shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation unless as may be outlined in the Corporation's Bylaws, or by written agreement amongst the shareholders.

ARTICLE EIGHT STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE NINE CERTIFICATE OF STOCK

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. Stock certificates of the Corporation may be digital and held and signed electronically. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate.

ARTICLE TEN EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall immediately purchase the foreclosed interest, and the purchase price shall be \$1.00. If any attempt to enforce a charging order is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall no longer issue

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distributions of profits or losses to the shareholder effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such shareholder effected by a charging order, which are withheld, shall be distributed to the remaining shareholders on a pro rata basis. Nothing in this section should be construed to reduce shareholder's debtor rights under the law.

ARTICLE ELEVEN SECURITY INTEREST

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of a majority of the corporation's directors.

ARTICLE TWELVE INCORPORATOR

The name and address of the original incorporator is as follows:

Philip K. Calandrino
Forward Law Firm, P.A.
d/b/a Forward Law Firm
175 Lookout Place, Suite 100
Maitland, Florida 32751

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ARTICLE THIRTEEN BOARD OF DIRECTORS

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual or special meeting of shareholders, at which time the shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

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ARTICLE FOURTEEN LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Except as outlined in the Corporation's Bylaws or Shareholder Agreement (if any) the Board of Directors may take any action in furtherance of the Corporation's business as allowed by the Act, and the Shareholders are only required to vote on items in which they are required to vote pursuant to the Act.

ARTICLE FIFTEEN RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE SIXTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for an intentional violation of criminal law.

ARTICLE SEVENTEEN POWER TO ENACT, AMEND, AND REPEAL BYLAWS

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

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**ARTICLE EIGHTEEN
EFFECTIVE DATE**

These Amended Articles of Incorporation are amended effective as of the date filed with the state.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Florida Statutes.

James Kucik

James Kucik, President

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Notarized

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