

P210000073150

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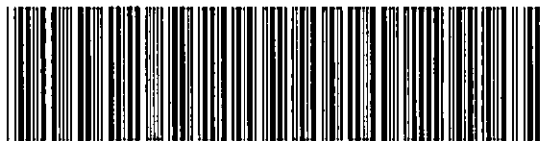
(Business Entity Name)

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*Amended & Restated
Articles*

12/16/21--01020--022 **35.00

2021 DEC 16 AM 10:11

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A. RAMSEY
JAN 06 2022

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sy fio Inc.

DOCUMENT NUMBER: P21000073150

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Timothy Morris
Name of Contact Person

Sy fio Inc.
Firm/ Company

1401 Lucaya Drive
Address

Riviera Beach FL 33404
City/ State and Zip Code

tim@sy fio.ai
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Timothy Morris at (360) 909-0534
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

2021 DEC 16 AM 10:11

OF

CLERK OF STATE
OF FLORIDA

SYFIO, INC.

The undersigned, as President of SYFIO, INC. (the "Corporation"), a corporation formed under the laws of the State of Florida as currently contained in the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein contain no further amendments to the Articles and were unanimously adopted by the Board of Directors and shareholders pursuant to F.S. 607.1003.

2. The Articles of Incorporation of the Corporation as filed on August 16, 2021 Document Number P21000073150, and are hereby restated in their entirety, as follows:

ARTICLE I. NAME

The name of the corporation shall be SYFIO, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Million (1,000,000) shares of common stock, no par value.

ARTICLE IV. ADDRESS

The principal address and mailing address of the corporation is 1401 Lucaya Drive, Riviera Beach, FL 33404.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is: 18021 N. Military Trail #5, Palm Beach Gardens, Florida 33410 and the name of the registered agent at that address is Timothy Daniel Morris.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1).

The officer(s) and/or director(s) of the corporation are:

Title: P
Timothy D. Morris
10821 N. Military Trail #5
Riviera Beach, FL 33404

ARTICLE VIII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE IX. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE XI. REQUIRED ADOPTION INFORMATION

The foregoing Amended and Restated Articles of Incorporation were unanimously approved and adopted by the sole director and shareholder of the Corporation by written consent, dated December 15, 2021.

IN WITNESS WHEREOF, the undersigned has this 15th day of December, 2021,
made and subscribed these Restated Articles of Incorporation for the uses and purposes
aforesaid.

[The undersigned President of the Corporation, for the purposes of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do submit this document and affirm that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.]

SYFIO, INC.

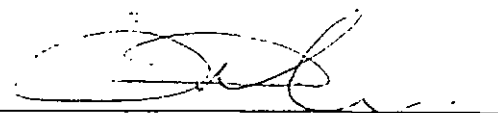
By: 
Timothy D. Morris, President

EXHIBIT A

Amended and Restated Articles of Incorporation

SYFIO, INC.

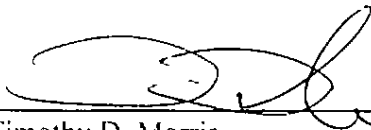
**UNANIMOUS WRITTEN CONSENT OF
SOLE DIRECTOR IN LIEU OF MEETING**

The undersigned, being the sole director of SYFIO, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1007 of the Business Corporation Act, hereby consent to the following actions and adopt the following:

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation dated August 14, 2021 in their entirety and to adopt the Amended and Restated Articles of Incorporation in the form attached hereto as Exhibit A (the "Restated Articles"). Now therefore, be it:

RESOLVED: That the proposed Restated Articles are hereby adopted and approved, and the President of the Corporation is directed to execute and file such Restated Articles with the Secretary of State, to be effective upon filing.


IN WITNESS WHEREOF, the undersigned has executed this consent as of the 15th day of December, 2021.



Timothy D. Morris

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. I am familiar with, and accept the obligations of Chapter 607 of the Florida Statutes.



Timothy D. Morris

Date: December 15, 2021