

P22000013559

(Requestor's Name)

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(Business Entity Name)

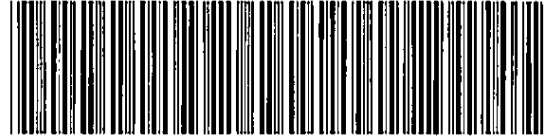
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STATE OF FLORIDA

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## COVER LETTER

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

SUBJECT: Orion180 Group, Inc.

CORPORATE NAME

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

☐ \$35.00  
Filing Fee

☒ \$43.75  
Filing Fee  
& Certificate of Status

☐ \$43.75  
Filing Fee  
& Certified Copy

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

**ADDITIONAL COPY REQUIRED**

FROM: Mark W. Casteel

Name (Printed or typed)

930 S Harbor City Boulevard, Suite 302

Address

Melbourne, FL 32901

City, State & Zip

321-200-1641

Daytime Telephone number

mcasteel@orion180.com

E-mail address: (to be used for future annual report notification)

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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION**  
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I. NAME.** The name of the Corporation is Orionl80 Group, Inc.

**ARTICLE II. PRINCIPAL OFFICE.** The Principal Place of business and mailing address of the Corporation is: 930 S. Harbor City Blvd. Suite 302, Melbourne, FL 32901.

**ARTICLE III. PURPOSE.** The purpose for which the Corporation is organized is: Any and all lawful business.

**ARTICLE IV. SHARES.**

4.1 The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 300,000,000 shares of Common Stock, with no par value ("Common Stock") and (ii) 1,000,000 shares of Preferred Stock, with no par value ("Preferred Stock").

4.2 Common Stock.

4.2.1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

4.2.2. Voting. The holders of the Common Stock are entitled to one (1) vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment these Restated Articles of Incorporation that relates solely to the terms of one (1) or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one (1) or more other such series, to vote thereon pursuant to these Restated Articles of Incorporation or pursuant to the Florida Business Corporation Act (the "FBCA"). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one (1) or more series of Preferred Stock that may be required by the terms of these Restated Articles of Incorporation) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote.

4.3 Preferred Stock.

4.3.1. Dividends. From and after the date of the issuance of any shares of Preferred Stock, dividends (x) at the rate per annum of five percent (5%) of the Original Issue Price (as defined below) shall accrue in respect of each such Preferred Stock share issued and outstanding until December 1, 2029, and (y) at the rate per annum of seven percent (7%) of the Original Issue

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TALLAHASSEE, FLORIDA

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STATE  
CLERK

Price (as defined below) thereafter in respect of each such Preferred Stock share issued and outstanding, plus the amount of previously accrued dividends, compounded annually (the "Accruing Dividends"). Accruing Dividends shall accrue from day to day, whether or not declared, and shall be cumulative: provided, however, that except as set forth in the following sentence of this Section 4.3.1 or in Section 4.3.2(a), such Accruing Dividends shall be payable only when, as, and if the Board of Directors approves payment of the same, provided that, to the extent permitted by Florida law governing distributions to stockholders, the Board shall declare such Accruing Dividends to be payable no less than annually. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in these Restated Articles of Incorporation) the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock in an amount at least equal to the amount of the aggregate Accruing Dividends then accrued on such share of Preferred Stock and not previously paid. The "Original Issue Price" shall mean, as to the Series A Preferred Stock, \$25.00 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the applicable Preferred Stock.

4.3.2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(a) Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, and in the event of a Deemed Liquidation Event (as defined below), the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the consideration payable to stockholders in such Deemed Liquidation Event or out of the Available Proceeds (as defined below), as applicable, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the applicable Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon (the amount payable pursuant to this sentence is hereinafter referred to as the "Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled under this Section 4.3.2(a), the holders of shares of Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) Payments to Holders of Common Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after

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the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Preferred Stock pursuant to Section 4.3.2(a), or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

(c) Deemed Liquidation Events.

(i) Definition. Each of the following events shall be considered a "**Deemed Liquidation Event**" unless the holders of at least a majority of the outstanding shares of Preferred Stock (the "**Requisite Holders**") elect otherwise by written notice sent to the Corporation:

(1) a merger or consolidation in which, (x) the Corporation is a constituent party, or (y) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation; except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(2) (x) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all of the business or assets of the Corporation and its subsidiaries taken as a whole, or (y) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

(ii) Effecting a Deemed Liquidation Event.

(1) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 4.3.2(c)(i) unless the agreement or plan of merger or consolidation for such transaction (the "**Merger Agreement**") provides that the consideration payable to the stockholders of the Corporation in

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such Deemed Liquidation Event shall be allocated to the holders of capital stock of the Corporation in accordance with Sections 4.3.2(a) and 4.3.2(b). 2024 JAN 10 AM 11:15

(2) In the event of a Deemed Liquidation Event referred to in Section 4.3.2(c)(i)(v) or 4.3.2(c)(i)(2), if the Corporation does not effectuate the dissolution of the Corporation under the FBCA within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Preferred Stock no later than the ninetieth (90<sup>th</sup>) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Preferred Stock, and (ii) if the Requisite Holders so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Florida law governing distributions to stockholders (the "Available Proceeds"), on the one hundred fiftieth (150<sup>th</sup>) day after such Deemed Liquidation Event, to redeem all outstanding shares of Preferred Stock at a price per share equal to the applicable Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, the Corporation shall redeem a pro rata portion of each holder's shares of Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares as soon as it may lawfully do so under Florida law governing distributions to stockholders.

(iii) Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation, subject to the approval of the Requisite Holders.

(iv) Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Section 4.3.2(c)(i)(x), if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"),

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the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4.3.2(a) and 4.3.2(b) as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 4.3.2(a) and 4.3.2(b) after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section 4.3.2(c)(iv) consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

4.3.3. Voting.

(a) Except as provided by law or by the other provisions of this Amended and Restated Certificate of Incorporation, the Company's Bylaws, or any shareholder agreement, on any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), no holder of outstanding shares of Preferred Stock shall be entitled to cast a vote (other than such votes as it may cast as the holder of Common Stock). Except as provided by law or by the other provisions of this Amended and Restated Certificate of Incorporation, the Company's Bylaws, or any shareholder agreement the Preferred Stock shall be a Non-voting class of stock.

(b) Preferred Stock Protective Provisions. At any time when shares of Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or these Restated Articles of Incorporation) the written consent or affirmative vote of the Requisite Holders given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect.

(i) liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any merger or consolidation or any other Deemed Liquidation Event, or consent to any of the foregoing;

(ii) amend, alter or repeal any provision of these Restated Articles of Incorporation or Bylaws of the Corporation in a manner that adversely affects the powers, preferences or rights of the Preferred Stock;

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(iii) (x) create, or authorize the creation of, or reclassify, any capital stock unless the same ranks junior to the Preferred Stock with respect to rights, preferences and privileges, (y) increase the authorized number of shares of Preferred Stock or any additional class or series of capital stock of the Corporation unless the same ranks junior to the Preferred Stock with respect to its rights, preferences and privileges, or (z) issue or obligate itself to issue any shares of Preferred Stock (excluding the initial issuance of 300,000 such shares of Preferred Stock issued in connection with the filing of these Restated Articles of Incorporation);

(iv) purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Preferred Stock as expressly authorized herein, (ii) dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and (iii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof or (iv) as approved by the Board of Directors, subject to the approval of the Requisite Holders;

(v) create, or authorize the creation of, or issue, or authorize the issuance of any debt security or create any lien or security interest (except for purchase money liens or statutory liens of landlords, mechanics, materialmen, workmen, warehousemen and other similar persons arising or incurred in the ordinary course of business) or incur other indebtedness for borrowed money, including but not limited to obligations and contingent obligations under guarantees, or permit any subsidiary to take any such action with respect to any debt security lien, security interest or other indebtedness for borrowed money; or

(vi) create, or hold capital stock in, any subsidiary that is not wholly owned (either directly or through one (1) or more other subsidiaries) by the Corporation, or permit any subsidiary to create, or authorize the creation of, or issue or obligate itself to issue, any shares of any class or series of capital stock, or sell, transfer or otherwise dispose of any capital stock of any direct or indirect subsidiary of the Corporation, or permit any direct or indirect subsidiary to sell, lease, transfer, exclusively license or otherwise dispose (in a single transaction or series of related transactions) of all or substantially all of the assets of such subsidiary.

4.3.4. Optional Conversion. The holders of the Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**");

(a) Right to Convert.



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(i) Conversion Ratio. On and after December 1, 2029, each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock such that all issued and outstanding shares of Preferred Stock, if then converted into Common Stock, would constitute three percent (3%) of the issued and outstanding shares of Common Stock, on a fully-diluted, post-conversion basis. Except as herein expressly provided, the holders of the Preferred Stock shall not have any conversion rights.

(ii) Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Preferred Stock.

(b) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the number of shares of Common Stock to be issued upon conversion of the Preferred Stock shall be rounded to the nearest whole share.

(c) Mechanics of Conversion.

(i) Notice of Conversion. In order for a holder of Preferred Stock to voluntarily convert shares of Preferred Stock into shares of Common Stock, such holder shall (a) provide written notice to the Corporation's transfer agent at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Preferred Stock and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares are certificated, surrender the certificate or certificates for such shares of Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the

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Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) ~~2024~~ 2024 ~~March 11: 15~~ 11:15 AM of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, and (ii) pay all accrued but unpaid dividends on the shares of Preferred Stock converted.

(ii) Reservation of Shares. The Corporation shall at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Restated Articles of Incorporation.

(iii) Effect of Conversion. All shares of Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends accrued but unpaid thereon. Any shares of Preferred Stock so converted shall be retired and cancelled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

(iv) No Further Adjustment. Upon any such conversion, no adjustment to the Conversion Price shall be made for any accrued but unpaid dividends on the Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

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(v) Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of Common Stock upon conversion of shares of Preferred Stock pursuant to this Section 4.3.4. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

(d) Notice of Record Date. In the event:

(i) the Corporation shall take a record of the holders of its Common Stock and Preferred Stock (or other capital stock or securities at the time issuable upon conversion of the Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(ii) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(iii) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

(iv) then, and in each such case, the Corporation will send or cause to be sent to the holders of the Common Stock and the Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

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4.3.5. Waiver. Except as otherwise set forth herein, (a) any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may be waived on behalf of all holders of Preferred Stock by the affirmative written consent or vote of the holders of a majority of the shares of Preferred Stock then outstanding.

4.3.6. Notices. Any notice required or permitted by the provisions of this ARTICLE IV to be given to a holder of shares of Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the FBCA, and shall be deemed sent upon such mailing or electronic transmission.

4.4 Call Option. At any time on or after December 1, 2024 (the "**Call Maturity Date**"), the Company shall have the right to purchase all, but not less than all, of the shares of Preferred Stock (such shares, the "**Redeemed Shares**") under the terms and conditions of this Section (the "**Call Option**"). The Call Option may be exercised by delivery of written notice to the holders of Preferred Stock at any time after the Call Maturity Date (the "**Call Notice**"). The purchase price for the Redeemed Shares shall be equal to the Original Issue Price, plus any Accruing Dividends accrued but unpaid thereon (the "**Purchase Price**"). The Purchase Price shall be payable in cash at the closing of such purchase, which shall occur not later than thirty (30) days after receipt of the Call Notice by the holders of Preferred Stock.

**ARTICLE V. INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA 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 they, or a person for whom they are 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 X 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 VI. ARTICLE CONSOLIDATION.** These Restated Articles of Incorporation consolidate all amendments into a single document.

**ARTICLE VII. REQUIRED ADOPTION INFORMATION.** These Restated Articles of Incorporation were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval. DATE OF ADOPTION: JANUARY 4, 2024

**ARTICLE VIII. OFFICERS AND/OR DIRECTORS.**

Name and Title: Kenneth Gregg, President and Chief Executive Officer  
Address: 930 S Harbor City Blvd, Suite 302  
Melbourne, FL 32901

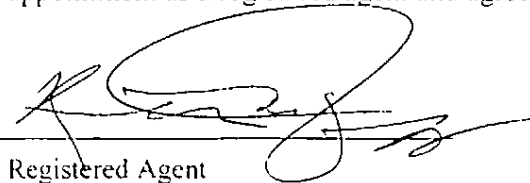
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**ARTICLE IX. REGISTERED AGENT.** The name and address of this corporation's registered agent in the state of Florida is:

Kenneth Gregg  
930 S. Harbor City Blvd. Suite 302,  
Melbourne, FL 32901

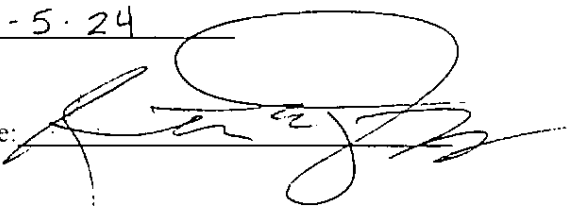
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as a registered agent and agree to act in this capacity.

  
Registered Agent

Date: 1-5-24

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 s.817.155, F.S.

Date: 1-5-24

Signature: 

Name: Kenneth M. Gregg

Title: CEO



Orion180 Insurance Services, LLC  
Phone: 321 200 1641  
E-mail: mcasteel@orion180.com

January 10, 2024

Ms. Anissa Butler  
Regulatory Specialist II  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: SUBJECT: ORION180 GROUP, INC.**  
**Ref. Number: P22000013559**

Dear Ms. Butler:

Pursuant to your request, the amendment to increase the Common Stock shares from 3,000,000 to 300,000,000 was approved at a duly noticed Common Stock Shareholder meeting on January 4, 2024 at 10:30 a.m.

The Resolution which increased the number of shares was approved unanimously by the over ninety (90) percent of the shareholders present. Thus, the number of votes cast for the amendment by the shareholders was sufficient for approval.

Separately, the Bylaws require a Board of Directors vote which met January 4, 2024, at 10:00 a.m. and approved unanimously the increase in Common Stock shares from 3,000,000 to 300,000,000.

These Restated Articles of Incorporation which are being presented to the Division of Corporations include a provision:

**ARTICLE VII. REQUIRED ADOPTION INFORMATION.** which states: The Restated Articles of Incorporation were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval. DATE OF ADOPTION: JANUARY 4, 2024.

Sincerely,

Mark W. Casteel  
General Counsel and Secretary  
Orion180 Group, Inc.

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2024 JAN 10 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FL

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2024 JAN 11 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 11, 2024

MARK W. CASTEEL  
930 S HARBOR CITY BOULEVARD  
SUITE 302  
MELBOURNE FL, FL 32901

SUBJECT: ORION180 GROUP, INC.  
Ref. Number: P22000013559

We have received your document for ORION180 GROUP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must put your adoption date along with who adopted Restated Articles Incorporation in your 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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 524A00000661



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 10, 2024

MARK W. CASTEEL  
930 S HARBOR CITY BOULEVARD  
SUITE 302  
MELBOURNE, FL 32901

SUBJECT: ORION180 GROUP, INC.  
Ref. Number: P22000013559

We have received your document for ORION180 GROUP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 724A00000533

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