

P22 000019558

(Requestor's Name)

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☐ PICK-UP

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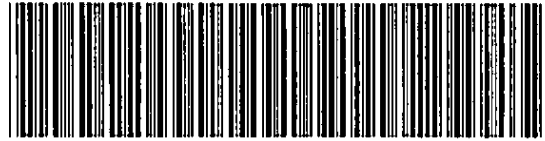
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL

*[Handwritten signature]*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

2022 JUN -9 AM 11:32

April 24, 2022

WILLIAM SCOTT ALBRIGHT  
105 TRIPLE DIAMOND BLVD. STE 102  
NORTH VENICE, FL 34275

SUBJECT: COMBAT WAFFLE STUDIOS, INC  
Ref. Number: P22000019558

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The current name of the entity is as referenced above. Please correct your document accordingly.

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

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) 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.

Querida R Silas  
Regulatory Specialist II

Letter Number: 922A00009543

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Combat Waffles Studios, INC

DOCUMENT NUMBER: \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William Scott Albright

\_\_\_\_\_  
Name of Contact Person

Combat Waffle Studios, INC

\_\_\_\_\_  
Firm/ Company

105 TRIPLE DIAMOND BLVD. STE 102

\_\_\_\_\_  
Address

NORTH VENICE, FL 34275

\_\_\_\_\_  
City/ State and Zip Code

scott@combatwaffle.com

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

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For further information concerning this matter, please call:

William Scott Albright

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
COMBAT WAFFLE STUDIOS, INC**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, COMBAT WAFFLE STUDIOS, INC, a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named COMBAT WAFFLE STUDIOS, INC and was originally incorporated in the State of Florida on March 1, 2022.

SECOND: The registered office of the Corporation is 105 TRIPLE DIAMOND BLVD. STE 102 NORTH VENICE, FL 34275

THIRD: The name and Florida street address of the registered agent is William S. Albright, 105 TRIPLE DIAMOND BLVD. STE 102 , NORTH VENICE, FL 34275

FOURTH: These Restated Articles of Incorporation (as may be amended, these "Articles") amend, restate and supersede in their entirety any and all prior Articles of Incorporation, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

FIFTH: These Articles were approved by the Board of Directors on March 17, 2022, by a number of votes cast for the amendment sufficient for such approval.

**ARTICLE I  
NAME**

The name of this Corporation is COMBAT WAFFLE STUDIOS, INC.

**ARTICLE II  
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**ARTICLE III  
SHARES**

3.1 General. The total number of shares ("Shares") of all classes of capital stock that the Corporation shall have the authority to issue is 3,000,000 consisting of the following classes:

500,000 shares of common stock, no par value per share ("Common Stock"); and

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2,500,000 shares of preferred stock, no par value per share ("Preferred Stock").

3.2 Statement of Powers, Preferences, Rights. A statement of the powers, preferences and rights, and the qualifications, limitations or residents thereof, in respect of each class of stock of the Corporation is as follows:

A. Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the share of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed. The Preferred Stock shall have no voting rights except as provided in the bylaws of the Corporation.
2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Preferred Stock and with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following: (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights; (b) the number of shares to constitute the class or series and the designations thereof; (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series; (d) whether or not the share of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption; (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof; (f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preferences to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate; (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation; (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and (i)

such other rights or limitations with respect to any class or series as the Board of Directors may deem advisable.

3. The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series, authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued and undesignated shares of the Preferred Stock.

**B. Common Stock.**

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.
2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.
3. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to shareholders of record on such date or dates as shall be fixed for such purpose by the Board of Directors in accordance with the Florida Business Corporation Act.
4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

**ARTICLE IV  
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, each of whose members shall have the qualifications, if any, set forth in the Bylaws, and who need not be residents of the State of Florida. The number of directors of the Corporation in no event shall be fewer than 1 nor more than 5.

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## ARTICLE V SPECIAL PROVISIONS

5.1 Bylaws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

5.2 Indemnification. 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, 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, limited liability company, 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 Section 5.2 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.

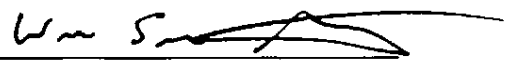
## ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the FBCA or these Articles, and all rights conferred upon the Corporation's shareholders herein are granted subject to this reservation.

SIXTH: The date of adoption of each amendment was March 17, 2022. The amendments were adopted by the Board of Directors and do not contain any amendment requiring shareholder approval.

IN WITNESS WHEREOF, COMBAT WAFFLE STUDIOS, INC has caused this Restated Articles of Incorporation to be signed by the undersigned officer on May 2, 2022.

COMBAT WAFFLE STUDIOS, INC

By:   
Name: William Scott Albright  
Title: President and CEO

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