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## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ENNAT PROTECTIONS CORP.



Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of ENNAT PROTECTIONS CORP. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST**: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 29, 2022, Document No. P220000. 52994.

**SECOND**: Amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on August 10<sup>th</sup>, 2023. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

**THIRD**: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

#### ARTICLE I NAME

The name of the Corporation is ENNAT PROTECTIONS CORP.

## ARTICLE II DURATION

The term of existence of the Corporation is perpetual.

## ARTICLE III PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESSES

The principal office and mailing address of the Corporation is 1000 Brickell Avenue, Suite 480, Miami, FL, 33131.

ARTICLE V CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,249 shares of Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

- (i) The Company has issued 1,187 shares of Common Stock, \$0.001 par value.
- (ii) The Company has reserved 62 shares of Common Stock, \$0.001 par value, to be issued to Harbour Ridge Investments, Inc., in the event that Harbour Ridge Investments, Inc. purchases such shares at the agreed upon purchase price on or by February 1, 2025.

#### ARTICLE VI DIRECTORS

Section 1. Number of Directors. The Corporation shall be managed by a Board of Directors consisting of five (5) directors, one (1) to be appointed by mutual agreement by both of Martin Rozas and Constanza Rioseco Silva, while both of them are shareholders, one (1) to be appointed by Inversiones Yuyos SpA, a Chilean Sociedad por Acciones, while such Company is a Shareholder, one (1) of which is to be appointed by Harbour Ridge Investments, Inc., a Chilean Sociedad por Acciones, and two (2) directors to be appointed by mutual agreement of the Shareholders. Each of Martin Rozas and Constanza Rioseco Silva, Inversiones Yuyos SpA and Harbour Ridge Investments, Inc. will be appointees or removers of their dependent directors.

**Section 2.** Election and Term of Office. The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term of 5 year(s), or until a successor has been appointed by its appointee. The directors of the Company, as of the effective date of these Bylaws, are:

1) Elected by Martin Rozas and Constanza Rioseco Silva:
2) Elected by Inversiones Yuyos SpA:
3) Elected by Harbour Ridge Investments, Inc.:
4) Elected by the Stockholders
5) Elected by the Stockholders
Crescente Barros
Veronica Posada
Eduardo Grez

Section 3. Quorum. A quorum shall be met when the majority of directors are present.

Section 4. Adverse Interest. In the determination of a quorum of the directors, the disclosed adverse interest of a director shall not disqualify the director. However, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because the vote or votes of such director or officer are counted for such purpose, if:

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  - (a) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
  - (b) the material facts as to such person's relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
  - (c) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.
  - **Section 5.** Regular Meeting. An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.
  - Section 6. <u>Special Meeting</u>. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.
  - Section 7. <u>Procedures</u>. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

- Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose, by its appointer Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by such directors' appointer. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.
- Section 9. <u>Resignation</u>. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary or the Board of Directors of the

corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by such director's appointer to take office when the resignation becomes effective.

**Section 10.** Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

#### ARTICLE VII OFFICERS

**Section 1.** <u>Number of Officers</u>. The officers of the corporation shall be a President, and a Secretary.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The President of the Corporation shall be *Mirko Paylovic*.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings. *Crescente Barros* will be the Secretary of the Corporation, unless the Board of Directors decides otherwise.

**Section 2.** Election and Term of Office. The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, immediately following the annual meeting of the shareholders. Each officer shall serve a one-year term or until a successor has been elected and qualified.

**Section 3.** Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

## ARTICLE VIII DISSOLUTION

The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by all its members.

## ARTICLE IX REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is c/o FL INTERNATIONAL TAX ADVISORS, INC., 1000 Brickell Avenue Suite 480, Miami, FL. 33131. The name of the Corporation's registered agent at that office is FL INTERNATIONAL TAX ADVISORS, INC.

### ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 10<sup>th</sup> day of August, 2023.

Docusigned by:
Mirko Paulovic
839682084CF3474...

Mirko Pavlovic, President

#### CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ENNAT CORP., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 10<sup>th</sup> day of August, 2023.

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FL INTERNATIONAL TAX ADVISORS, INC.

Eduardo Fernandes

Registered Agent

By: Eduardo Fernandez F.