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**DATE:** 11/14/22

**NAME:** N7 ENTERPRISES, INC.

**TYPE OF FILING:**

*Amended & Restated  
Articles*

**COST:** 35.00

**RETURN:** PLAIN COPY

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*Abbie Hodge*

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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TALLAHASSEE, FL 32302

November 15, 2022

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL 32302

SUBJECT: KAVA ENTERPRISES, INC.  
Ref. Number: P22000071530

We have received your document for KAVA ENTERPRISES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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

Please put the current name of the corporation KAVA ENTERPRISES, INC in the heading under amended and restated articles.

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) 245-6823.

Annette Ramsey  
OPS

Letter Number: 722A00025414

*Please keep original filing dated  
Thank you!*

## COVER LETTER

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

SUBJECT: Kava Enterprises, Inc.

CORPORATE NAME

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

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Alan T. Hawkins, Esq.

Name (Printed or typed)

2106 NW 4th Pl

Address

Gainesville, FL 32603

City, State & Zip

(352) 353-4048

Daytime Telephone number

ahawkins@independent.law

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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NOV 14 2022

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KAVA ENTERPRISES, INC.  
A Florida Corporation**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "**FBCA**"), the undersigned, being the Chief Executive Officer of N7 Enterprises, Inc. (hereinafter the "**Corporation**"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation in their entirety, does hereby certify:

FIRST: the Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 14, 2022. Document No. P22000071530 under the name Kava Enterprises, Inc. and the Corporation's Board of Directors (the "Board") has deemed it to be in the best interests of the Corporation and its shareholders to adopt amended and restated articles of incorporation of the Corporation to change the name of the Corporation from Kava Enterprises, Inc. to N7 Enterprises, Inc., to revise the capital structure of the Corporation, and to add other provisions in compliance with the FBCA:

SECOND: these Amended and Restated Articles of Incorporation (these "**Articles of Incorporation**") were adopted by all of the directors on the board of directors of the Corporation and by the holders of a majority of the voting stock of the Corporation in accordance with and in the manner required by sections 607.1003 and 607.1007 of the FBCA on October 31, 2022. The number of votes cast for the approval of this amendment and restatement to the Corporation's Articles of Incorporation was sufficient for approval pursuant to sections 607.1003 and 607.1006 of the FBCA:

THIRD: these duly adopted amended and restated Articles of Incorporation consolidate all amendments to the Articles of Incorporation into a single document pursuant to section 607.1007 of the FBCA including all new amendments to the Articles of Incorporation; and

FOURTH: these duly adopted restated Articles of Incorporation supersede the original Articles of Incorporation and all previous amendments to the Articles of Incorporation pursuant to section 607.1007 of the FBCA.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is N7 Enterprises, Inc. (the "**Corporation**").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 8565 Somerset Ave., Ste. A, Largo, FL 33770.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2106 NW 4<sup>th</sup> Place, Gainesville, FL 32603. The name of the Corporation's registered agent at that office is Independent Law PLLC.

#### **ARTICLE IV DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE V PURPOSE**

The purpose for which the Corporation is organized is to engage in or transact any and all lawful activities or business for which a corporation may be incorporated under the laws of the State of Florida.

#### **ARTICLE VI CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is One Hundred Ten Million (110,000,000), consisting of (i) One Hundred Million (100,000,000) shares of common stock, par value \$.0001 per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

The designation and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

##### **A. Provisions Relating to the Common Stock**

1. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of Preferred Stock, as herein below provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.
2. 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, out of funds legally available therefor, dividends payable in cash, stock or otherwise.
3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

##### **B. Provisions Relating to the Preferred Stock**

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares 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 resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.
2. Authority is hereby expressly granted to and vested in the Board 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 and redemption of any such Preferred Stock

and, with respect to each class or series of the 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 shares 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, 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 preference 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 noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- g. The preferences, if any, and the amounts thereof which 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 stock of the Corporation 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 special rights and protective provisions with respect to any class or series as the Board may deem advisable.

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 may increase the number of shares of the 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 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 shares of the Preferred Stock, designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### C. Series A Preferred Stock

1. Designation, Amount, Par Value. The Corporation shall be authorized to issue two million (2,000,000) shares of Series A Preferred Stock, par value \$0.0001 per share ("Series A Preferred Stock").
2. Rank. The Series A Preferred Stock shall rank senior to the Company's Common Stock and to all other classes and series of equity securities of the Company which by their terms do not rank senior to the Series A Preferred Stock. The Series A Preferred Stock shall be subordinate to and rank junior to all indebtedness of the Company now or hereafter outstanding.
3. Voting.
  - a. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series A Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Articles of Incorporation or Bylaws.
  - b. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to Eighty Percent (80%) of the sum of: i) the total number of shares of Common stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of all Series of Preferred Stock issued and outstanding at the time of voting.
4. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the unanimous written consent of the holders of Series A Preferred Stock, alter or change the rights, preferences or privileges of the Series A Preferred so as to affect adversely the holders of Series A Preferred Stock.
5. Liquidation. Upon liquidation, dissolution and winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall not be entitled to receive out of the assets of the Corporation, whether from capital or earnings available for distribution, any amounts which will be otherwise available to and distributed to the Common Stock holders.
6. Dividends. The holders of Series A Preferred Stock shall not be entitled to receive dividends paid on the Corporation's Common Stock.
7. Conversion. Each holder of Series A Preferred Stock may voluntarily convert its shares into shares of Common Stock of the Corporation at a rate of 1:5 (as may be adjusted for any combinations or splits with respect to such shares).

## **ARTICLE VII AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.



## **ARTICLE VIII CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

## **ARTICLE IX MANAGEMENT OF THE CORPORATION**

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation, and may be effected by a consent in writing by such shareholders.

C. Special Meetings of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) (the "Full Board"), or by the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue at the proposed special meeting if such holders of stock sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which the special meeting is to be held.

## **ARTICLE X NUMBER OF DIRECTORS; VACANCIES AND REMOVAL**

A. The initial number of directors of the Corporation shall be three (3). The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one (1) nor more than twenty-five (25).

B. Commencing with the 2023 annual meeting of shareholders, and subject to the approval of this amendment and restatement by shareholders at such meeting, each director shall hold office for a term expiring at the next annual meeting of shareholders following the director's election and until such director's successor is duly elected and qualified, or until his or her earlier death, resignation, disqualification or removal. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any vacancy on the Board of Directors, howsoever resulting (including vacancies created as a result of a resolution of the Board of Directors increasing the authorized number of directors), may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy shall hold office for a term ending at the next Annual Meeting of Shareholders.

C. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any directors, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least two-thirds (66 2/3%) of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors. "Cause" shall be defined as a breach of fiduciary duty involving personal dishonesty, an intentional failure to perform stated duties as a director which results in substantial loss to the Corporation or a willful violation of any law, rule, regulation or final cease and desist order which results in substantial loss to the Corporation.

D. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in Article VII herein and the Bylaws of the Corporation.

## **ARTICLE XI**

### **SHAREHOLDER NOMINATION OF DIRECTOR CANDIDATES**

Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board at an annual or special meeting of shareholders may be made (i) by or at the direction of the Board by any nominating committee of or person appointed by the Board or (ii) by any shareholder of the Corporation entitled to vote for the election of directors at the meeting who complies with the procedures set forth in this Article VII; provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act. Nominations of persons for election at annual meetings, other than nominations made by or at the direction of the Board, including by any nominating committee, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than one hundred twenty (120) days nor more than one hundred eighty (180) days in advance of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's proxy statement, such notice by the shareholder to be timely must be received no later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director at the annual meeting, (i) the name, age, business address and residence address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee, and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice of nominees for election at the annual meeting, (i) the name and record address of the shareholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare in the meeting that a nomination was not made in accordance with the requirements

of this Article VII, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

## **ARTICLE XII**

### **ACQUISITION OFFERS**

The Board of Directors of the Corporation shall consider all factors it deems relevant in evaluating any proposed tender offer or exchange offer for the Corporation or any Subsidiary's stock, any proposed merger or consolidation of the Corporation or a Subsidiary with or into another entity and any proposal to purchase or otherwise acquire all or substantially all the assets of the Corporation or any Subsidiary. The Board of Directors shall evaluate whether the proposal is in the best interests of the Corporation and its subsidiaries by considering the best interests of the shareholders and other factors the directors determine to be relevant, including the social, legal and economic effects on employees, customers, depositors, and communities served by the Corporation and any Subsidiary. The Board of Directors shall evaluate the consideration being offered to the shareholders in relation to the then current market value of the Corporation or any Subsidiary in a freely negotiated transaction, and the Board of Directors' estimate of the future value of stock of the Corporation or any Subsidiary as an independent entity.

## **ARTICLE XIII**

### **INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0851(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity and as to action in another capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or Disinterested Directors or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. Except as otherwise required by law, an adjudication of liability shall not affect the right to indemnification for those indemnified.

## **ARTICLE XIV**

### **AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Amended and Restated Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any votes of the holders of any class or series of the stock of this Corporation required by law or by these Amended and Restated Articles of Incorporation, the affirmative vote of (a) the holders of at least two-thirds (66 2/3%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to

vote generally in the election of directors, voting together as a single class; or (b) a majority of "Disinterested Directors", as defined in Florida Statutes Section 607.0901(1)(h) as in effect on the date hereof, and the holders of at least a majority of the voting power of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal any of Articles IX, X, XI, XII, XIII and XIV.

The undersigned has executed these Amended and Restated Articles of Incorporation on October 31, 2022.

*Gary Wilder*

Name: Gary Wilder

Title: Chief Executive Officer and Director

#### **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Business Corporation Act (the "*FBCA*"), the undersigned submits the following statement in accepting the designation as registered agent and registered office of N7 Enterprises, Inc., a Florida corporation (the "*Corporation*"), in the Corporation's Amended and Restated Articles of Incorporation dated October 31, 2022:

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 pursuant to Section 607.0501(3) of the FCBA.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 31<sup>st</sup> day of October, 2022.

*Alan Hawkins*

Alan T. Hawkins

For Independent Law PLLC,

Registered Agent