

P22000075495

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

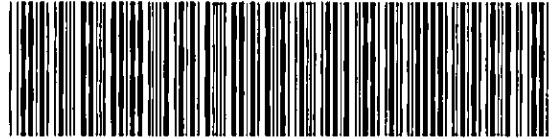
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800395058728

*Amend*

2022 DEC -5 AM 11:38

FILED

TALLAHASSEE, FLORIDA

2022 DEC -5 PM 4:09

RECEIVED

A. RAMSEY

DEC -6 2022

ARTICLES OF AMENDMENT  
TO AMEND THE  
ARTICLES OF INCORPORATION  
OF  
GMX 7, INC.

FILED  
2022 DEC -5 AM 11:38

Pursuant to Fla. Stat. § 607.1006, **GMX 7, INC.**, a Florida corporation (the "**Corporation**"), hereby adopts the following amendments to its Articles of Incorporation of the Corporation and hereby certifies, as follows:

1. The name of the Corporation is **GMX 7, INC.**
2. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on September 30, 2022 (the "**Articles of Incorporation**").
3. The Corporation's Board of Directors duly adopted these Articles of Amendment to Amend the Articles of Incorporation on November 1, 2022 (these "**Amended and Restated Articles of Incorporation**"), and the shareholders of the Corporation duly approved these Amended and Restated Articles of Incorporation on November 1, 2022, in accordance with the applicable provisions of Fla. Stat. § 607.1003 and 607.1007.
4. These Amended and Restated Articles of Incorporation of the Corporation restate, integrate, and amend the Articles of Incorporation of the Corporation.
5. The text of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I.**

The name of the Corporation is **GMX 7, INC.** (the "**Corporation**").

**ARTICLE II.**

The Corporation's principal place of business is 1029 Central Ave, Suite 200, St. Petersburg, Florida 33705.

**ARTICLE III.**

The corporation is a corporation for profit and is organized to engage in any lawful act or activities for which corporations may be organized under the Florida Business Corporation Act (the "**Act**").

**ARTICLE IV.**

Section 4.1. Authorized Capital Stock. The Corporation will have authority to issue One Million (1,000,000) shares of common stock, of which (a) Eight Hundred Thousand (800,000) shares will be Class A (Voting) Common Stock (the "**Class A Common Stock**") and (b) Two Hundred Thousand (200,000) shares will be Class B (Nonvoting) Common Stock (the "**Class B Common Stock**"). All shares of Class A Common Stock and Class B Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, except that (a) the

shares of Class A Common Stock have unlimited voting rights, and each share of Class A Common Stock will entitle the holder thereof to one vote in person or by proxy, and (b) the shares of Class B Common Stock have no voting rights and will not entitle the holder thereof to vote on any matter unless otherwise required by law. The Corporation's Board of Directors is hereby granted full authority to cause the Corporation to issue the Corporation's common stock in additional classes or one or more series within any class thereof as are stated and expressed in a resolution or resolutions of the directors.

Upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida (the "**Effective Time**"), each share of the Corporation's common stock issued and outstanding immediately prior to the Effective Time shall be, automatically and without further action by any stockholder, reclassified as, and shall become, one share of Class A Common Stock.

Section 4.2 Rights and Options. Subject to the Bylaws and any shareholders' agreement, the Corporation has the authority to create and issue rights, warrants and options entitling the holders thereof to purchase shares of any class or series of the Corporation's capital stock or other securities of the Corporation, and such rights, warrants and options shall be evidenced by instrument(s) approved by the Board. The Board is empowered to set the exercise price, duration, times for exercise and other terms and conditions of such rights, warrants or options; provided, however, that the consideration to be received for any shares of capital stock subject thereto may not be less than the fair market value thereof, as determined by the Board.

## **ARTICLE V.**

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its shareholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors.

B. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation, provided that this provision shall not divest the Corporation's shareholders of the power or limit the shareholders' power to adopt, amend or repeal the Bylaws.

D. The method of selection, appointment, or election of the Board of Directors shall be as provided from time to time in the Bylaws of the Corporation.

## **ARTICLE VI.**

Meeting of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Act) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## ARTICLE VII.

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE VIII.

Subject to any provisions in the Bylaws of the Corporation related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation 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 (a "**Proceeding**") 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, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors of the Corporation.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding 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, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**IN WITNESS WHEREOF**, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer on this 7<sup>th</sup> day of November, 2022.

**GMX 7, INC.**

By: 

Name: Dylan McCagg

Title: President