

P23000039781

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

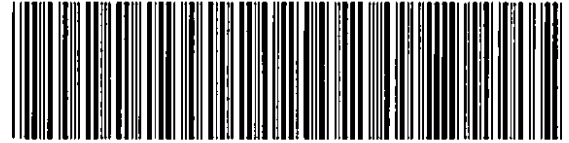
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23 AUG 28 PM 3:11
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

COVER LETTER

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

SUBJECT: SNDBX 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: Rick Starr

Name (Printed or typed)

970 16th Place

Address

Vero Beach, FL 32960

City, State & Zip

772-202-0502

Daytime Telephone number

rick@sndbx.gg

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

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

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SNDBX INC.

SNDBX, Inc. (the "**Corporation**"), a corporation organized and existing under the Florida Business Corporation Act ("FBCA"), hereby certifies as follows:

This First Amended and Restated Articles of Incorporation of SNDBX INC. (the "**First Amended and Restated Articles**") amends the provisions of the Corporation's Articles of Incorporation filed with the Secretary of State on May 19, 2023. Filing Number P23000039781 (the "**Articles of Incorporation**"). This First Amended and Restated Articles was duly adopted in accordance with the provisions of Section 607.1001, Florida Statutes, by written consent of the sole shareholder of the Corporation..

The Articles of Incorporation are hereby amended and restated in their entirety as follows:

Article I – The name of the corporation is SNDBX INC. (the "Corporation").

Article II - The principal place of business address and the mailing address of the Corporation is 970 16th Place, Vero Beach, FL 32960. The name of the registered agent of the Corporation at such address upon whom process against the Corporation may be served is The Five Agency LLC.

Article III - The purpose for which the Corporation is organized is any and all lawful business for which corporations may be organized under the FBCA.

Article IV - The total number of shares of common stock which the Corporation is authorized to issue is 100,000,000, at a par value of \$0.0001 per share. The total number of shares of preferred stock which the Corporation is authorized to issue is 100,000,000, at a par value of \$0.0001 per share. The total number of Founders shares of stock which the Corporation is authorized to issue is 1,000, at a par value of \$0.0001 per share.

a. The board of directors is hereby expressly authorized to provide, out of the unissued shares of common stock, for one or more series of common stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of common stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

b. The board of directors is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or

restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

c. The 1,000 Founders shares each shall have a number of votes on each matter on which shareholders are entitled to vote, equal to the total number of common and preferred shares of the Corporation then outstanding. For clarity, if there are 5,000,000 shares of common stock and no preferred stock then outstanding, each Founders share shall have 5,000,000 votes. The Founders shares have no economic rights, including no right to dividends, regular distributions or distribution upon liquidation.

Article V – The name and Florida street address of the registered agent is The Five Agency, LLC, 970 16th Place, Vero Beach, FL 32960.

Article VI – The current president and director of the Corporation is Rick Starr, 970 16th Place, Vero Beach, FL 32960.

By: 
Rick Starr, President & Director

Date: 8/25/2023

FILED
23 AUG 28 PM 3:12
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SNDBX INC.

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a. The board of directors is hereby expressly authorized to provide, out of the unissued shares of common stock, for one or more series of common stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of common stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

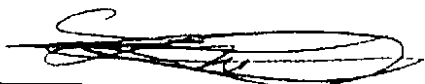
b. The board of directors is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or

restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

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By: 
Rick Starr, President & Director

Date: 8/25/2023