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Fax Confirmation

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

VALOR SPORTS AND ENTERTAINMENT, INC.

Pursuant to the provisions of §607.1006 and 607.1007, Fla. Stat., VALOR SPORTS AND ENTERTAINMENT, INC. ("Corporation") does hereby certify that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended; and any other Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

ARTICLE I
NAME

The name of this Corporation is VALOR SPORTS AND ENTERTAINMENT, INC. (the "Corporation").

Document Number: P23000010156

Filed: February 8, 2023

ARTICLE II
DURATION

The Corporation is to have perpetual existence and succession by its corporate name and shall have all the powers herein enumerated or implied here from and the powers now provided, or which may hereafter be provided by law for corporations in the State of Florida.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

Section 3.1 Resident Agent. The name and address of the Corporation's registered agent for service of process is: **Snyderburn, Rishoi & Swann, LLP**, and registered office: **1920 North Orange Avenue, Suite 200, Orlando, Florida 32804.**

Section 3.2 Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Florida as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of the directors and stockholders held outside the State of Florida shall have the same effect as if held in the State of Florida.

Section 3.3 Principal Place of Business and Mailing Address.

1920 North Orange Avenue, Suite 200
Orlando, Florida 32804

ARTICLE IV
CAPITAL STOCK

Section 4.1 Authorized Capital Stock. The maximum number of shares that this Corporation is authorized to issue is one hundred three million (103,000,000) shares classified as follows:

- (i) One Hundred Million (100,000,000) shares of Common Stock; and (((H23000280038 3)))

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(ii) Three Million (3,000,000) shares of Preferred Stock.

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Pursuant to §607.0602, Fla. Stat., and any successor statutory provisions thereof, the Board of Directors is authorized to adopt a resolution to increase, decrease, add, remove or otherwise alter the Series A Preferred Stock, the Common Stock, and additional classes or series of this Corporation's capital stock that may subsequently be authorized by a board resolution amending these Articles, in the Board of Directors' sole discretion for increases or decreases of such classes or series of authorized unissued stock, where applicable, pursuant to §607.0602(5), Fla. Stat., and any successor statutory provision thereof without the approval of the shareholders that are entitled to vote thereon. Notwithstanding the foregoing, where any issued and outstanding shares of any class or series would be materially and adversely affected by any change from the Board of Directors, shareholder approval by the holders of at least a majority of such adversely affected shares must also be obtained before filing an Amendment with the Office of the Secretary of State of Florida.

The capital stock of this Corporation shall be non-assessable and shall not be subject to assessment to pay the debts, liabilities, or obligations of any nature whatsoever of the Corporation.

Section 4.2 Authority of the Board of Directors. The Board of Directors is authorized to provide for the issuance from time to time of authorized, but unissued shares of stock of the Corporation. When the consideration for such shares has been fully paid, such shares shall be issued in full compliance by the Board of Directors as duly authorized, validly issued, fully paid and non-assessable.

Section 4.3 Series A Preferred Stock. The Board of Directors is vested with the authority to provide for the issuance of authorized, but unissued shares of Series A Preferred Stock of the Corporation in one or more classes or series, and to prescribe the voting powers, limitations, restrictions, distinguishing designations, rights and preferences, including rights and preferences upon dissolution and distribution of assets, of each such class or series, as shall be stated and expressed in a resolution or resolutions of the Board of Directors of the Corporation, the Board of Directors being hereby expressly vested with such power and authority to the fullest extent now or hereafter permitted by law.

The capital stock of this Corporation shall be non-assessable and shall not be subject to assessment to pay the debts, liabilities, or obligations of any nature whatsoever of the Corporation.

ARTICLE V INCORPORATOR

The name and the mailing address of the incorporator are as follows:

Vanessa L. Bracey
1920 North Orange Avenue, Suite 200
Orlando, Florida 32804

ARTICLE VI DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a "Board" and the members governing the Board shall be known and styled as "Directors," which initially shall not be less than one (1). Provided that the Corporation has at least one director, the number of directors may at any time or times be increased or decreased as provided in the Bylaws of the Corporation as in effect from time to time (the "Bylaws"), and without the necessity of amending these Articles of Incorporation.

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The Director of the Corporation shall be Kenneth Shamrock, whose mailing address shall be the same as the principal office of this Corporation.

ARTICLE VII BYLAWS

In furtherance and not in limitation of the powers conferred upon the Board of Directors of the Corporation by Chapter 607, Fla. Stat., the Board of Directors shall have the power to alter, amend, change, add to and repeal, from time to time, the Bylaws of the Corporation, as in the judgment of the Board of Directors is necessary or advisable for the management and transaction of the business of the Corporation, provided that, such Bylaws are not in conflict with these Articles of Incorporation or the laws of the State of Florida.

ARTICLE VIII DIRECTORS AND OFFICERS' LIABILITY

A Director of the Corporation shall not be personally liable to the Corporation or to the stockholders for damages resulting from the breach or failure to perform any duty as a director, except as provided for misconduct set forth in §607.0834, Fla. Stat., as amended. An Officer shall not be personally liable to the Corporation or to the stockholders for damages resulting from the breach of or failure to perform any duty unless the officer's conduct did not conform to the standards set forth in §607.08411, Fla. Stat., as amended. Any repeal or modification of the foregoing by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VIX INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is a legal representative, is or was a director, officer, employee, agent or representative (the "Indemnified Parties") of the Corporation, or is or was serving at the request of the Corporation as an Indemnified Party of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the State of Florida from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement), reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contractual right which may be enforced in any manner desired by such Indemnified Party. The expenses of any Indemnified Party incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Indemnified Party to repay the amount if it is ultimately determined by a court of competent jurisdiction that the Indemnified Party is not entitled to be indemnified by the Corporation. Such right shall not be exclusive of any other right which the Indemnified Party may have or hereafter acquire, and, without limiting the generality of such statement, the Indemnified Party shall be entitled to their respective rights of indemnification under the By-laws, agreements, votes of stockholder, provisions of law or otherwise, as well as the Indemnified Parties' rights under this Article VIX.

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The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 14th day of August, 2023. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in §817.155, Fla. Stat.

VALOR SPORTS AND ENTERTAINMENT, INC.

/s/ Vanessa L. Braeley

By: _____
Vanessa L. Braeley, Incorporator

REGISTERED AGENT CERTIFICATION

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity; and

The registered agent to the above stated Corporation, at the address most recently supplied to the registered agent by the Corporation, shall forward to the Corporation a process, notice, or demand pertaining to the Corporation, which is served on or received by the registered agent; and

If the registered agent resigns, he/she/it must provide the notice required under §607.0505, Fla. Stat., to the Corporation, at the address most recently supplied to the registered agent by the Corporation.

VALOR SPORTS AND ENTERTAINMENT, INC.

/s/ Vanessa L. Braeley

By: _____
Vanessa L. Braeley, Registered Agent

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