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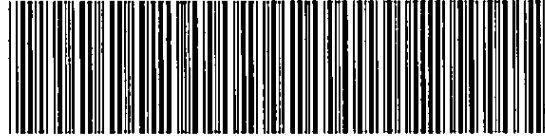
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Restated
Articles

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2024 NOV 12 PM 12:30
STATE OF FLORIDA
TALLAHASSEE

A. RAMSEY

NOV 13, 2024

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com

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ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau

850.656.7953

REQUEST DATE 11/12/2024

PRIORITY Regular Approval

OUR REF # (Order ID#) 1317008

ORDER ENTITY
USECASE CORPORATION

PLEASE PERFORM THE FOLLOWING SERVICES:

USECASE CORPORATION (FL)

File the attached restated document and provide a certified copy.

NOTES:

\$43.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.


**RESTATED
ARTICLES OF INCORPORATION
OF
USECASE CORPORATION**

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the “**Business Corporation Act**”), the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation, and does hereby certify as follows:

1. The name of this corporation is Usecase Corporation, and this corporation was originally incorporated pursuant to the Business Corporation Act on January 25, 2024 under the name Usecase Corporation.
2. The Restated Articles of Incorporation were adopted by the Board of Directors of the corporation without shareholder approval and shareholder approval was not required.
3. The date of adoption of all amendments was November 11th, 2024.
4. The corporation’s Articles of Incorporation are hereby amended and restated in their entirety, as set forth in the text of the Restated Articles of Incorporation attached hereto as Exhibit A.
5. These Restated Articles of Incorporation, which restate, integrate and further amend the provisions of this corporation’s Articles of Incorporation, consolidate all amendments into a single document and have been duly adopted in accordance with Section 607.1007 of the Business Corporation Act.
6. These Restated Articles of Incorporation will be effective upon filing.

IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on November 11th, 2024.

USECASE CORPORATION

By: 
Michael A. Vadini / Nov 11, 2024 by 15 ES71
Name: Michael A. Vadini
Title: CEO

FILED

2024 NOV 12 PM 12 35

STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

Exhibit A

USECASE CORPORATION

RESTATED ARTICLES OF INCORPORATION

ARTICLE I: NAME.

The name of this corporation is Usecase Corporation (the "*Corporation*").

ARTICLE II: REGISTERED OFFICE AND PRINCIPAL OFFICE.

The address of the Corporation's registered office in the State of Florida is 10800 Biscayne Boulevard, Suite 850, Miami, FL 33161. The name of its registered agent at such address is Romy B. Jurado.

The address of the Corporation's principal office and mailing address in the State of Florida is 200 Ocean Terrace, Islamorada, FL 33036.

ARTICLE III: PURPOSE.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "*Business Corporation Act*").

ARTICLE IV: AUTHORIZED SHARES.

The total number of shares of stock which the Corporation is authorized to issue is Forty Million and Eighty Five (40,000,085), of which (i) Thirty Four Million (34,000,000) shall be shares of Class A Common Stock, \$0.00001 par value per share ("*Class A Common Stock*"); (ii) Six Million (6,000,000) shall be shares of Class B Common Stock, \$0.00001 par value per share ("*Class B Common Stock*" and, collectively, with the Class A Common Stock, "*Common Stock*"); and (iii) Eighty Five (85) shall be shares of Preferred Stock, \$0.00001 par value per share ("*Preferred Stock*").

A. COMMON STOCK

The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Common Stock.

The holders of Class A Common Stock are entitled to cast one vote for each outstanding share of Class A Common Stock so held, upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the shareholders.

Except as required by the Business Corporation Act, the holders of Class B Common Stock shall not be entitled to vote on any matters to be voted on by the shareholders of the Corporation (including, without limitation, any election or removal of the directors) and the shares of Class B Common Stock shall not be included in the number of shares entitled to vote on such matters. Without limitation of the foregoing, the number of authorized shares of Class B Common Stock

may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the outstanding shares of Class A Common Stock.

B. PREFERRED STOCK

The following rights, powers and privileges, and restrictions, qualifications and limitations, shall apply to the Preferred Stock. Unless otherwise indicated, references to "Sections" in this Part B of this Article IV refer to sections of this Part B.

1. Liquidation Preference. In the event of any Liquidation (as defined below), either voluntary or involuntary, distributions to the shareholders of the Corporation shall be made in the following manner:

1.1 If, and only if, the number of outstanding shares of Class B Common Stock exceeds Six Million (6,000,000) shares, then each holder of Preferred Stock will be entitled to receive an amount per share equal to the Aggregate Preferential Amount (as defined below) divided by the number of shares of Preferred Stock then outstanding immediately prior to any distributions made to holders of Common Stock (the "*Preferential Amount*"). In the event the assets of the Corporation are insufficient to pay the full Preferential Amount (if applicable) to all holders of Preferred Stock, the assets of the Corporation shall be distributed ratably among such holders in proportion to the product of the liquidation preference for each such share and the number of shares owned by such holder. As used in this Section 1.1, the term "*Aggregate Preferential Amount*" shall mean eighty-five percent (85%) of the Transaction Value (as defined below), minus the aggregate amount distributable pursuant to Section 1.2 below to those holders of Common Stock (if any) who also hold one or more shares of Preferred Stock. As used in this Section 1.1, the term "*Transaction Value*" shall mean, in the case of a Liquidation, the sum of (a) any cash and the Fair Market Value (as defined below) of any securities or other property, which sum will be net of any cash received pursuant to the payment of any stock option or warrant exercise price in connection with the Liquidation, and net of the payment of transaction related fees and expenses (including, without limitation, payments to investment bankers and attorneys) and will reflect any other transaction related purchase price adjustments, which resulting sum is legally available for payment or distribution at the initial closing of the Liquidation to, collectively, the Corporation and the shareholders of the Corporation in respect of the equity securities of the Corporation; (b) any cash and the Fair Market Value of any securities or other property, which sum will be net of any cash received pursuant to the payment of any stock option or warrant exercise price in connection with the Liquidation and net of the payment of transaction related fees and expenses (including, without limitation, payments to investment bankers and attorneys) and will reflect any other transaction related purchase price adjustments, which resulting sum is, legally available for payment or distribution to, collectively, the Corporation and the shareholders of the Corporation in respect of the equity securities of the Corporation, directly as a result of the Liquidation after the initial closing of the Liquidation, to the extent the receipt of such cash, securities or other property is contingent upon the passage of time or the occurrence or non-occurrence of some future event(s) or circumstance(s), including, without limitation, amounts of consideration paid at a subsequent closing, and amounts of consideration subject to an escrow, a purchase price adjustment, an earn-out or indemnity claims; and (c) the value of any indebtedness of the corporation assumed or satisfied as part of such Liquidation event. For the avoidance of doubt, no cash, securities or other property included in either clause (a) or clause (b) of the immediately preceding sentence shall be included again in the other clause ((a) or (b)) of the

immediately preceding sentence. As used in this Section 1.1, the term "**Fair Market Value**" shall mean the value determined in good faith by the Board of Directors of the Corporation (the "**Board**") as of the applicable date in its sole discretion in accordance with Section 409A to the extent applicable, and such determination will be final and binding.

1.2 After the payment in full of all Preferential Amounts (if any) required to be paid to the holders of shares of Preferred Stock pursuant to Section 1.1, the remaining assets of the Corporation available for distribution to its shareholders upon a Liquidation shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder. For the avoidance of doubt, in any case where the number of outstanding shares of Class B Common Stock exceeds Six Million (6,000,000) shares and, therefore, Preferential Amounts are payable to holders of shares of Preferred Stock pursuant to Section 1.1 above, the calculation of the pro-rata amount payable per share of Common Stock as a result of any Liquidation shall be calculated prior to the calculation of the Preferential Amount (if any) payable to the holders of shares of Preferred Stock, because the calculation of the total Preferential Amount is dependent in part on the aggregate amount distributable pursuant to this Section 1.2 to the holders of Common Stock (if any) who also hold one or more shares of Preferred Stock. As a result, in any case where Preferential Amounts are payable to holders of shares of Preferred Stock pursuant to Section 1.1 above, the means of calculating the pro-rata amount payable per share of Common Stock as a result of any Liquidation shall be as follows: multiply the Transaction Value by fifteen percent (15%), and then divide that amount by the total number of shares of Common Stock outstanding at the closing of the Liquidation, excluding for this purpose any shares of Common Stock (if any) held by holders of one or more shares of Preferred Stock.

1.3 As used herein, "**Liquidation**" shall mean and include any transaction (treating any series of related transactions as a "transaction") involving: (a) the sale, conveyance, disposal or encumbrance by the Corporation of all or substantially all of its business or assets (including the sale, lease, exclusive licensing or other disposition of all or substantially all the intellectual property assets of the Corporation), or any dissolution, liquidation, winding up, bankruptcy, reorganization, recapitalization, or reclassification of the Corporation; (b) any acquisition of the Corporation by means of merger, stock purchase or other form of corporate transaction in which a majority of the then-outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring entity or its affiliate; or (c) any transaction (other than a bona fide equity financing transaction) as a result of which persons, other than those holders of the Corporation's capital stock prior to the transaction, own or control fifty percent (50%) or more of the as-converted voting power of the surviving entity's securities after such transaction.

2. **Voting Rights.** Except as otherwise provided herein or as otherwise required by law, the Preferred Stock shall have no voting rights. However, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of the Preferred Stock, alter or change adversely the powers, preferences or rights given to the Preferred Stock.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Business Corporation Act and other applicable law as it presently exists or may

hereafter be amended, any person (a "***Covered Person***") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article V shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VI: LIMITATION OF LIABILITY.

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. If the Business Corporation 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 Business Corporation Act as so amended. No amendment to, modification of, or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring before such amendment.

ARTICLE VII: CORPORATE OPPORTUNITIES.

The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "***Excluded Opportunity***" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of Michael A. Vadini or any agent of Michael A. Vadini, (collectively, "***Vadini Persons***"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Vadini Person expressly and solely in such Vadini Person's capacity as an officer, director, holder of Common Stock, or holder of Preferred Stock of the Corporation.

ARTICLE VIII: AMENDMENT OF BYLAWS.

In furtherance of, and not in limitation of, the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the shareholders.

* * * * *