

P24000046082

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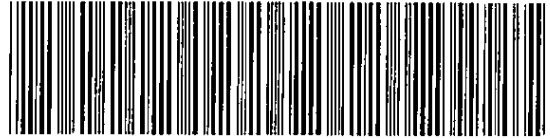
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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**CORPORATE
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INC.**

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AMENDED AND RESTSTED

1. **FOCUSVUE, INC.**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

FocusVue, Inc.

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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is FocusVue, Inc.

SECOND: The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida. The corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any part of the world.

THIRD:

(a) The aggregate number of shares that the corporation shall have authority to issue is 10,000,000 shares of common stock, \$0.0001 par value per share.

(b) The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Florida Business Corporation Act, as amended (the "Act"). The shares of this class shall also be entitled to receive the net assets of the corporation upon dissolution.

(c) Cumulative voting shall not be permitted in the election of directors or otherwise.

(d) Unless otherwise ordered by a court of competent jurisdiction, at all meetings of shareholders of a majority of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

(e) Unless otherwise stated in the bylaws of the corporation, any action required or permitted to be taken pursuant to Articles 101 to 117 of the Act may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

(f) The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions, or notice thereof, shall be set forth upon the fact or back of the certificates representing such shares of common stock, if such shares of common stock are certificated.

FOURTH: The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors.

FIFTH: The street address of the initial registered office of the corporation is 204 Mary Dr. Oldsmar, FL 34677. The name of the initial registered agent of the corporation at such address is Vincent D. Natale.

SIXTH: The address of the initial principal office of the corporation is 204 Mary Dr. Oldsmar, FL 34677.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) Indemnification. The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity or an employee benefit plan as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification.

(b) Limitation on Director's Liability. No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of § 7-106-401 of the Act or these Articles of Incorporation if it is established that the director did not perform his duties in compliance with § 7-108-401 of the Act, provided that the personal liability of a director in this circumstance shall be limited to the amount of the distribution that exceeds what could have been distributed without violation of § 7-106-401 of the Act or these Articles of Incorporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

EIGHTH: The name and address of the incorporator is:

Vincent Natale, CEO
204 Mary Dr.
Oldsmar, FL 34677

NINTH: The initial officer and directors of the corporation are:

Vincent Natale, CEO
204 Mary Dr.
Oldsmar, FL 34677

Brittany Chucker, CEO
7616 W Courtney Campbell CSWY
Tampa, FL 33607

Brittany Chucker
Brittany Chucker

Vince Natale
Vince Natale

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