

P24100004889

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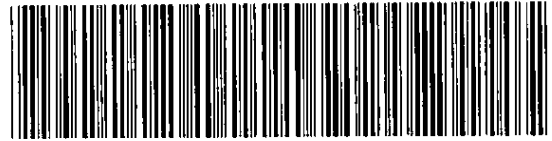
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Printera Inc

DOCUMENT NUMBER: P24000048879

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Justin D'Angelo  
Name of Contact Person

Printera Inc  
Firm/ Company

7930 SW Jack James Dr.  
Address

Stuart, FL 34997  
City/ State and Zip Code

jdangelo@printera3d.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Justin D'Angelo at ( 215 ) 479-0148  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                                     |                                                                        |                                                                                                     |                                                                                                                            |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

## Printera Inc.

P24000048879

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

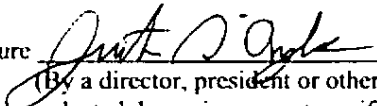
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by Printera Board of Directors \_\_\_\_\_"  
(voting group)

09/04/2024  
Dated \_\_\_\_\_

Signature  \_\_\_\_\_  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Justin D'Angelo

\_\_\_\_\_  
(Typed or printed name of person signing)

CEO - Board Chair

\_\_\_\_\_  
(Title of person signing)

Amendment to  
**ARTICLES OF INCORPORATION OF PRINTERA INC.**

**ARTICLE I - NAME**

The name of the corporation is PRINTERA INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal address of the corporation is: 7930 SW Jack James Drive, Stuart, FL 34997.

**ARTICLE III - MAILING ADDRESS**

The mailing address of the corporation is: 7930 SW Jack James Drive, Stuart, FL 34997.

**ARTICLE IV - REGISTERED AGENT**

The name and address of the registered agent of the corporation are: Justin A. D'Angelo, 1153 SW Fast Street, Palm City, FL 34990.

**ARTICLE V - PURPOSE**

The corporation is organized for any and all lawful purposes for which corporations can be organized under the Florida Business Corporation Act.

**ARTICLE VI - SHARES**

The total number of shares of stock that the corporation is authorized to issue is 10,250,000 shares, which are classified as follows:

- **Common Stock:** 1,092,536 shares authorized.
- **Preferred Stock:** 9,157,464 shares authorized.

**ARTICLE VII - RIGHTS AND PREFERENCES OF STOCK CLASSES**

1. **Common Stock:**

○ **Voting Rights:**

- Each Common Share is entitled to one vote on all matters presented to shareholders for a vote.
- Common shareholders grant their voting rights by proxy to the CEO of the Corporation as outlined in the offering documents.

- **Dilution:** Common shareholders are subject to potential dilution if the Corporation issues additional shares, exercises stock options, or converts other instruments into shares, as described in the offering documents.

2. **Preferred Stock:**

○ **Dividend Rights:**

- **Non-Cumulative Dividends:** Preferred shareholders shall receive fixed dividends before any dividends are paid to Common shareholders. If the corporation does not declare a dividend in any given year, Preferred shareholders do not have the right to claim those dividends in the future.
- **Participating Dividends:** Preferred shareholders may receive additional dividends based on predetermined conditions, often tied to the dividends received by Common shareholders.

- **Liquidation Preferences:**
  - **Preference Amount:** In the event of liquidation, dissolution, or winding up of the company, Preferred shareholders shall be entitled to receive their initial investment back before any assets are distributed to Common shareholders.
  - **Participating Liquidation Preference:** After receiving their preference amount, Preferred shareholders shall participate with Common shareholders in the remaining assets on a pro-rata basis.
- **Conversion Rights:**
  - **Optional Conversion:** Preferred shareholders shall have the option to convert their shares into a predetermined number of Common shares at any time, at the shareholder's discretion.
  - **Mandatory Conversion:** Preferred shares shall automatically convert into Common shares upon certain events, such as a qualified IPO or the approval of a specified majority of Preferred shareholders.
- **Voting Rights:**
  - Preferred shareholders shall have the right to vote on key corporate actions such as the issuance of new shares, mergers and acquisitions, or amendments to the company's bylaws or Articles of Incorporation.
- **Redemption Rights:**
  - **Optional Redemption:** The company shall have the option to redeem the Preferred shares at a predetermined price, typically at a premium over the original issue price.
- **Anti-Dilution Protection:** No special anti-dilution protection shall apply. All shareholders, including Preferred shareholders, shall be subject to equal dilution in future fundraising rounds.
- **Preemptive Rights:** Preferred shareholders shall have the right to purchase additional shares in future rounds of financing to maintain their ownership percentage.
- **Information Rights:** Preferred shareholders shall be entitled to receive regular financial statements, budgets, and other key business updates, which may not be available to Common shareholders.

## ARTICLE VIII - OFFICERS AND DIRECTORS

The name and address of each officer and director are as follows:

1. **Justin A. D'Angelo**  
 Title: Director  
 Address: 1153 SW Fast Street, Palm City, FL 34990
2. **Cody Gatts**  
 Title: Director  
 Address: 952 Cotton Bay Drive East Apt 1908, West Palm Beach, FL 33406
3. **Alexander Cadena**  
 Title: Director  
 Address: 4321 Golfers Circle East, Palm Beach Gardens, FL 33410

4. **Keith R. Hill**  
Title: Director  
Address: 15 Maplewood Drive, Wilbraham, MA 01095
5. **Justin Sheinberg**  
Title: Director  
Address: 4321 Golfers Circle East, Palm Beach Gardens, FL 33410
6. **Justin E. D'Angelo Sr.**  
Title: Director  
Address: 1121 SW Fast St. Palm City, FL 34990

#### **ARTICLE IX - EFFECTIVE DATE**

The effective date of incorporation is February 19, 2020.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its officers, directors, employees, and agents to the fullest extent permitted by the Florida Business Corporation Act.

#### **ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the shareholders.

**Executed this 30th day of August, 2024.**

By:

Justin A. D'Angelo  
Incorporator  
1153 SW Fast Street,  
Palm City, FL 34990

#### **Registered Agent Acceptance:**

I, Justin A. D'Angelo, agree to serve as the Registered Agent for PRINTERA INC.

Signature: Justin D'Angelo  
Date: 09/04/24

**INITIAL UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS OF  
PRINTERA INC.**

**INITIAL UNANIMOUS BOARD CONSENT FOR APPOINTMENT OF BOARD OF  
DIRECTORS**

The undersigned, being all of the members of the Board of Directors of Printera, Inc, a state of Florida corporation (the "Corporation"), in lieu of holding a meeting, do hereby consent to the taking of the following actions, and adopt the following resolutions, by unanimous written consent pursuant to Florida Statutes and waive any and all notice with respect thereto:

**RECITALS**

WHEREAS, the Corporation has been converted from another entity type into a Florida Profit Corporation, effective as of July 10, 2024;

WHEREAS, it is necessary and desirable to approve the conversion plan, establish the corporation, authorize the issuance of shares as part of the organizational structure, and adopt the bylaws of the Corporation;

WHEREAS, a capitalization table (the "Cap Table") outlining the allocation of shares among the shareholders has been prepared and attached hereto as Exhibit A.

**RESOLUTIONS**

**RESOLVED**, that the Board of Directors hereby approves the conversion of the Corporation into a Florida Profit Corporation, effective as of July 10, 2024.

**RESOLVED**, that the Board of Directors hereby authorizes the issuance of 10,250,000 shares of stock in the Corporation as outlined in the attached Cap Table (Exhibit A), which forms an integral part of these resolutions.

**RESOLVED**, that the Board of Directors hereby approves and adopts the Articles of Incorporation for PRINTERA INC. and directs that they be filed with the Florida Department of State.

**RESOLVED**, that the Board of Directors hereby approves and adopts the Bylaws of the Corporation, a copy of which is attached hereto as Exhibit B, to govern the internal affairs of the Corporation.

**RESOLVED**, that the Board of Directors hereby approves the conversion of SAFE notes into preferred shares as detailed in the attached Cap Table (Exhibit A), and directs the officers of the Corporation to prepare and execute the necessary documents to effectuate this conversion.

**RESOLVED**, that the following persons are appointed as officers and directors of the Corporation, to serve until their successors are duly elected and qualified:

- **Justin A. D'Angelo** – Director
  - Address: 1153 SW Fast Street, Palm City, FL 34990
- **Cody Gatts** - Director



Keith Hill 3.78% 387,400.00 Pref  
Justin E D'Angelo 1.29% 131,716.00 Pref  
Mary Hartwell 1.33% 136,532.00 Pref

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**Shareowners Ending Equity (%) Ending Equity (Shares) Type**

Ed Hartwell 1.33% 136,532.00 Pref  
Justin E D'Angelo 8.33% 853,332.00 Pref  
Leo Moio 1.67% 170,668.00 Pref  
Franklin Martinez 0.83% 85,332.00 Pref  
Ryan DeChance 0.17% 17,068.00 Pref  
Start Engine 10.65% 1,092,000.00 Common Residual 0.10% 10,536.00  
Common

**| Total | 100.00% | 10,250,000.00 | |**

**Exhibit B: Bylaws**

**BYLAWS**

**OF**

**Printera Inc.**

**ARTICLE I. OFFICES**

The principal office of the corporation in the State of Florida shall be located in the City of Stuart, County of Martin. The corporation may have such other offices, either within or outside the State of Florida, as the board of directors may designate and as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Florida Corporation Laws to be maintained in the State of Florida, may be but need not be identical with the principal office in the State of Florida. The address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II. SHAREHOLDERS**

1. Annual Meeting. The annual meeting of the shareholders shall be held at such other time on such other day within such month as shall be fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

shareholders entitled to vote at such meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares, including classes and series, held by each. For a period of ten days prior to such meeting such list, shall be kept on file at the registered office of the corporation, at the principal place of the business of the corporation, or at the office of the transfer agent or registrar of the corporation. The list shall be subject to inspection by any shareholder at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof.

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7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time-to-time without further notice. At such adjourned meeting at which a quorum shall be present and represented, any business may be transacted that might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum present at the meeting.

8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

9. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by said person, either in person or by proxy, without a transfer of such shares into said person's name. Shares standing in the name of a trustee may be voted by said person, either in person or by proxy, but no trustee shall be entitled to vote shares held by said person without a transfer of such shares into said person's name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into said person's name if authority so to do is contained in the appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

11. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock 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 shares entitled to vote thereon were present and voted.

shall be subject to equal dilution in future fundraising rounds. There shall be no application of "Full Ratchet" or "Weighted Average" anti-dilution protection.

**7. Preemptive Rights**

- o Preemptive Rights: Preferred shareholders shall have the right to purchase additional shares in future rounds of financing to maintain their ownership percentage.

**8. Information Rights**

- o Information Rights: Preferred shareholders shall be entitled to receive regular financial statements, budgets, and other key business updates, which may not be available to common shareholders.

**ARTICLE III. BOARD OF DIRECTORS**

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**1. General Powers.** The business and affairs of the corporation shall be managed by its board of directors. Individual directors have no power to act unless specifically authorized by the board.

**2. Number, Tenure and Qualifications.** The number of directors of the corporation shall be five (5). Each director shall be elected annually and shall hold office until the next annual meeting of shareholders and until a successor shall have been elected and qualified. Directors need not be citizens of the United States, residents of the State of Florida or shareholders of the corporation.

**3. Regular Meetings.** A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

**4. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the chairman of the board, or the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the board of directors called by them.

**5. Notice.** Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each director at the director's business address, or by telegram or cablegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by telegram or cablegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**6. Quorum.** A majority of the number of directors established by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation.

The president shall, when present, preside at all meetings of the shareholders and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time-to-time.

6. The Vice-Presidents. In the absence of the president or in the event of the death of the president, inability or refusal to act, the vice-president (or in the event there is more than one vice-president, the vice-presidents

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in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or an assistant secretary, certificates for shares of the corporation; and shall perform such other duties as from time-to-time may be assigned by the president or by the board of directors.

7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) with the president or a vice-president, sign certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time-to-time may be assigned by the president or by the board of directors.

8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (c) in general perform all of the duties as from time-to-time may be assigned by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors shall determine.

certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by said person's legal representative, who shall furnish proper evidence of authority to transfer, or by said person's attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

#### **ARTICLE VII. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

#### **ARTICLE VIII. DIVIDENDS**

The board of directors may, from time-to-time, declare and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the articles of incorporation.

#### **ARTICLE IX. CORPORATE SEAL**

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The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal".

#### **ARTICLE X. WAIVER OF NOTICE**

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of the Florida Statutes, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of such notice.

#### **ARTICLE XI. AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors or by the shareholders at any regular or special meeting.

#### **ARTICLE XII. EXECUTIVE COMMITTEE**

1. Appointment. The board of directors by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an executive committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

2. Authority. The executive committee, when the board of directors is not in session, shall have and may

next after the proceedings shall have been taken.

#### ARTICLE XIII. EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article XIII shall be operative during any emergency in the conduct of the business of the corporation resulting from any catastrophic event, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Florida General Corporation Act. To the extent not inconsistent with the provisions of this Article, the bylaws provided in the preceding Articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

No officer, director, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

These Emergency Bylaws shall be subject to repeal or change by further action of the board of directors or by action of the shareholders, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

#### ARTICLE XIV. TAKEOVERS

1. This corporation shall not be subject to the provisions of Fla. Stat. § 607.0901, regarding affiliated transactions, or Fla. Stat. § 607.0902, regarding control-share acquisitions.

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[Signatures Follow]

IN WITNESS WHEREOF, the undersigned have duly executed this Initial Unanimous Written Consent effective on the date of the latest signature hereof.

Name: Justin A. D'Angelo

*Justin A D'Angelo*

Date: 2024-08-16