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And
Restate w/NC
DEC 29 2016
R. WHITE

16 DEC 23 PM 2:30
STATE OF NC
TALLAHASSEE



December 22, 2016

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation for Maximum Ventures Corporation.

Dear Sir/Madam:

Enclosed please find: (A) the signed amended and restated articles of incorporation for Maximum Ventures Corporation (including name change); and (B) a check in the amount of \$35.00, to cover the filing fee. Please file the amended and restated articles of incorporation and send notification of same to 220 N. Rosalind Ave., First Floor, Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander, Jr.', written over a horizontal line.

Edward R. Alexander, Jr.

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAXIMUM VENTURES CORPORATION**

16 DEC 23 PM 3:30

SECRET
TALLAHASSEE, FLORIDA

Maximum Ventures Corporation, a Florida corporation (the "**Company**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. The name of the Company is Maximum Ventures Corporation.
2. Pursuant to §§607.1003, 607.1006 and 607.1007, Florida Statutes, on December 21, 2016, the members of the Board of Directors and all of the shareholders of the Company unanimously adopted and approved these Amended and Restated Articles of Incorporation of the Company, amending and restating the Company's Articles of Incorporation of October 30, 1992.

ARTICLE I. Name

The name of this Corporation is:

COGABILITY, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 605 Silverthorn Road, Gulf Breeze, FL 32561.

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is: (A) two million (2,000,000) shares of voting common stock, \$0.0001 par value per share (the "**Voting Common Stock**"); and (B) one million nine hundred thousand (1,900,000) shares of non-voting common stock, \$0.0001 par value per share (the "**Non-Voting Common Stock**").

Section 2. Except for voting rights, as described in Section 3 of this ARTICLE IV, both the Voting Common Stock and the Non-Voting Common Stock shall have all of the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 3. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one vote for each such share held by them, respectively. The holders of the Non-Common Stock shall *not* be entitled to vote, except as may be expressly required for non-voting capital stock by the Florida Business Corporation Act.

Section 4. The holders of all series of the Common Stock shall be entitled to receive, pro-rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 5. All or any portion of the Common Stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Directors

Section 1. The number of Directors of this Corporation may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII. Amendment to Articles

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote

thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE X. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 20th day of December, 2016.



James W. Hoskins, President