

P92000001028

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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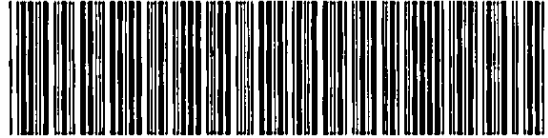
(Business Entity Name)

(Document Number)

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JUN 05 2018

FILED
18 JUN -1 PM 11:09
TALLERNT

Amend



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 22, 2018

EDWARD R ALEXANDER, ESQ.
ALEXANDER ABRAMSON, PLLC
220 N. ROSALIND AVE.
ORLANDO, FL 32801

SUBJECT: COGABILITY, INC.
Ref. Number: P92000001028

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 518A00010645

RECEIVED
18 JUN -1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALEXANDER | ABRAMSON
BUSINESS LAWYERS PLLC

May 31, 2018

Attn: Susan Tallent
Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

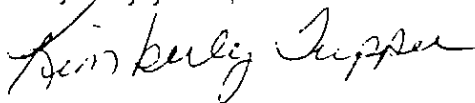
Re: Document P92000001028 – Amendment (First) to the Amended and Restated Articles of Incorporation of Cogability, Inc.

Dear Susan:

Please find the attached document with the included date of adoption, being that of May 16, 2018.

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

Very truly yours,



Kimberly Tupper
Legal Assistant to
Edward Alexander Jr., Esq.

Enclosure

ALEXANDER | ABRAMSON
BUSINESS LAWYERS PLLC

May 16, 2018

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

Re: First Amendment to the Amended and Restated Articles of Incorporation
of Cogability, Inc.

Dear Sir/Madam:

Enclosed please find: (A) the signed First Amendment to the Amended and Restated Articles of Incorporation of Cogability, Inc.; and (B) a check in the amount of \$35.00, to cover the filing fees.

Please send notification of all the filings to me at Alexander Abramson, PLLC, 220 N. Rosalind Ave., 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,



Edward R. Alexander, Esq.

Enclosures (2)

**AMENDMENT (FIRST)
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COGABILITY, INC.**

FILED
18 JUN - 1 PM 11:09
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Cogability, Inc., a Florida corporation (the "**Company**"), by and through its President, hereby adopts this Amendment First to its Amended and Restated Articles of Incorporation as hereinafter set forth.

1. The name of the Company is Cogability, Inc.
2. Pursuant to §§607.1003 and 607.1006, Florida Statutes, on May 16, 2018, all of the members of the Board of Directors and all of the shareholders of the Company unanimously adopted and approved this Amendment (First) to the Amended and Restated Articles of Incorporation of the Company, amending the Company's Articles of Incorporation of October 30, 1992, as amended and restated on December 23, 2016.
3. Article IV of the Amended and Restated Articles of Incorporation is deleted and replaced with the following:

ARTICLE IV. Capital Stock

Section 1. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is: (A) twenty million (20,000,000) shares of voting common stock, \$0.0001 par value per share (the "**Voting Common Stock**"); and (B) five million (5,000,000) 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 0, 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 0.

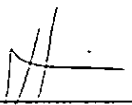
Section 3. The holders of the Voting Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one vote for each such share held by them, respectively. The holders of the Non-Common Stock shall *not* be entitled to 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.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 16th day of May, 2018.



James W. Hoskins, President