

P96000103111

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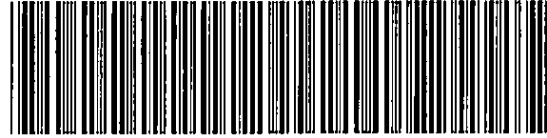
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TALLAHASSEE, FLORIDA

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2025 MAR 28 AM 9:04

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TALLAHASSEE, FLORIDA


**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EQ ENERGY DRINK, INC.

Please Debit FCA000000003 For: 43.75

Thank you Seth Neeley



Signature

Requested by:

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
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- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 19, 2025

CAPITAL CONNECTION

SUBJECT: EQ ENERGY DRINK, INC.  
Ref. Number: P96000103111

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MAR 19 2025  
604 49 66 PM 14:09

We have received your document for EQ ENERGY DRINK, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

On these Amended and Restated Articles the Registered Agents name was changed and address, however they must include the Registered Agents acceptance and Signature.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

Neysa Culligan  
Regulatory Specialist III

Letter Number: 525A00004122

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**EQ ENERGY DRINK, INC**  
**(a Florida corporation)**

**As Adopted March 17, 2025**

**FILED**  
**2025 MAR 28 AM 9:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Chapter 607, Florida Business Corporations Act, §607.1007 (Restated articles of incorporation) EQ Energy Drink Inc. hereby adopts the following Restated Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be EQ Energy Drink Inc.

**ARTICLE II**

The principal place of business is 1016 Baronet Dr, Las Vegas NV. 89138.

**ARTICLE III**

(A) Authorized Capital Stock. The total number of shares of stock that this corporation shall have authority to issue authorized to issue is 5,010,000,000 shares, consisting of:

5,000,000,000 shares Common Stock, par value \$.001 ("Common Stock"); and

10,000,000 shares Preferred Stock, par value \$1.00 ("preferred Stock").

The common and preferred stock can take on any characteristic the Board of Directors so elect.

Also, the Board of Directors is authorized to issue bonds, debentures, warrants and options.

(B) Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of Common Stock shall be equal to each other share of Common Stock. Except as may be provided in these Restated Articles of Incorporation or in a Preferred Stock Designation, the holders of shares of Common Stock shall be entitled to one vote for each share upon all questions presented to the stockholders.

(C) Preferred Stock. Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in series and, by filing a certificate pursuant to the Florida Statutes (hereinafter, along with

any similar designation relating to any other class of stock that may hereafter be authorized, referred to as "Preferred Stock Designation", to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations, and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to determination of the following:

- (i) the designation of the series which may be distinguished by number, letter or title.
- (ii) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding).
- (iii) The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative.
- (iv) Dates on which dividends, if any, shall be payable.
- (v) The redemption rights and price or prices, if any, for shares of the series.
- (vi) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.
- (vii) the amounts payable on and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation.
- (viii) whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security of the corporation or any other corporation, and, if so, the specifications of such other class or series of such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares, shall be convertible for exchangeable, and all other terms and conditions upon which such conversion or exchange may be made.
- (ix) Restrictions on the issuance of shares of the same series or any other class or series.
- (x) The voting rights, if any, of the holders of shares of the series.

(D) Voting Rights. Except as may be provided in these Restated Articles of Incorporation or in a Preferred Stock Designation, or as may be required by applicable law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote.

(E) Series A Preferred Stock Designation. A series of the Corporation's Preferred Stock is designated as "Series A Preferred Stock" (the "Series A Preferred Stock") and the maximum number of shares of the Series A Preferred Stock shall be one (1) share and no more.

(I) Series A Preferred Stock Voting Rights; Generally. Subject to the other provisions of the Restated Articles of Incorporation (including the disparate votes per share provisions of the Series A Preferred Stock as set forth in (E) (ii), (iii), and (iv) below), the holder of Series A Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the by-laws of the Corporation (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise required by applicable law. Except as otherwise expressly provided herein, in the Corporation's by-laws or as required by law, the holders of Series A Preferred Stock and Common Stock shall vote together and not as separate series or classes.

(II) Special Voting Rights of Series A Preferred Stock. The share of Series A Preferred Stock shall be entitled to the number of votes and/or voting power equal to One Hundred and Ten Percent (110%) of the issued and outstanding shares of Common Stock of the Corporation.

(III) Series A Preferred Stock Director. There is hereby created a special director on the Corporation's Board of Directors designated as the "Series A Director". So long as the share of Series A Preferred Stock remain outstanding, the holder of the share of Series A Preferred Stock, by a duly called special annual meeting of such stockholder, or by action by written consent for that purpose shall be entitled to elect the Series A Preferred Stock Director. The holder of the Series A Preferred Stock may waive the rights to elect the Series A Preferred Stock Director at any time and assign such right to the Board of Directors other than the Series A Preferred Stock Director to elect the Series A Director.

(IV) Series A Preferred Stock Liquidation Preference.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, the share of Series A Preferred Stock entitles the holder thereof to receive and to be paid out of the assets of the Corporation available for distribution, before any distribution or payment may be made to a holder of any Junior Securities, an amount of One U.S. Dollar (\$1.00) plus any accrued and

unpaid dividends thereon in funds, consisting of cash or cash equivalent (collectively "Liquidation Preference").

(b) If upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution are insufficient to pay in full the holder of Series A Preferred Stock the amount the holder is entitled pursuant to Section (IV)(a) above and the holders of all Parity Securities the full liquidation preferences to which they are entitled, the holder of Series A Preferred Stock and such Parity Securities will share ratably in any such distribution of the assets of the Corporation in proportion to the full respective amounts to which they are entitled.

(c) For the purposes of this Section (iv), a Fundamental Change (in and of itself) shall be deemed not to be a liquidation, dissolution or winding-up of the Corporation subject to this Section (iv) (it being understood that an actual liquidation, dissolution or winding up of the Company in connection with a Fundamental Change will be subject to this Section (iv)).

(V) Series A Preferred Stock Conversion. The share of Series A Preferred Stock is convertible into shares of Common Stock as provided in this Section (V).

(a) Mandatory Conversion. The Corporation shall seek such approval of the holders of the Company's Common Stock as may be required under law or the primary exchange listing standards applicable to the Corporation to permit the conversion of the Series A Preferred Stock into shares of Common Stock at the regularly scheduled annual meeting of the shareholders of the Corporation or at such earlier date as the Corporation and the holder of the Series A Preferred Stock may agree (such approval, the "Shareholder Approval" and such meeting, the "Annual Meeting"). On the date on which the Shareholder Approval is obtained (the "Conversion Date"), the Series A Preferred Stock will automatically, and without any further action required by the holder, be converted into a number of duly authorized, validly issued, fully paid and nonassessable shares of Common Stock determined by dividing the Liquidation Preference by the Reference Price (the "Settlement Rate"); provided that, for purposes of this Section (V) (a), 1) if the Reference Price is less than the Floor Price, then the Settlement Rate will be the Liquidation Preference divided by the Floor Price, and 2) if the Reference Price is greater than the Ceiling Price, then the Settlement Rate will be the Liquidation Preference divided by the Ceiling Price, in each case, with the Floor Price and the Ceiling Price being subject to appropriate adjustments set forth in Section (V)(d) below.

(b) Fractional Shares. No fractional shares of Common Stock will be issued upon conversion of the Series A Preferred Stock. In lieu of fractional shares, the Corporation shall, with respect to each fractional share otherwise deliverable, shall deliver a whole share of Common Stock or pay cash (subject to compliance with all laws, rules and regulations applicable to the Corporation,

including, for the avoidance of doubt, any Exchange listing requirements then applicable to the Company).

(c) Mechanics of Conversion.

(i) In the event of mandatory conversion pursuant to Section (V)(a), the Corporation shall deliver as promptly as practicable (but in no event later than three (3) Business Days after the Conversion Date) written notice to the holder of the Series A Preferred Stock specifying: (A) the Conversion Date; (B) the number of shares of Common Stock to be issued in respect of the share of Series A Preferred Stock; and (C) the place where the share of the Series A Preferred Stock is to be surrendered for issuance of shares of Common Stock, which date shall be as soon as practicable following the Conversion Date.

(ii) As promptly as practicable (but in no event later than three (3) Business Days) following the later of the Conversion Date and the delivery by a holder thereof of the Series A Preferred Stock to the Corporation, the Corporation shall issue and deliver to such holder a number of shares of Common Stock to which such holder is entitled, together with a check or cash for payment of fractional shares, if any, in exchange for the share of the Series A Preferred Stock. Such conversion will be deemed to have been made on the Conversion Date, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such Conversion Date. The Corporation shall pay any documentary, stamp or similar issue or transfer tax due on the issue of Common Stock upon conversion.

(iii) The Corporation shall take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock issuable upon conversion as set forth in this Section (V), which shares of Common Stock shall be issued free of any preemptive rights arising under law or contract and free from all taxes, liens, and charges with respect to the issuance thereof.

(iv) From and after the Conversion Date, the share of the Series A Preferred Stock converted as of such Conversion Date will no longer be deemed to be outstanding, dividends, if any, will cease to accrue on the Series A Preferred Stock, and all rights of the holder of the Series A Preferred Stock will terminate except for the right to receive the number of whole shares of Common Stock issuable upon conversion thereof at the Settlement Rate then in effect and



cash or whole shares in lieu of any fractional shares of Common Stock. The share of the Series A Preferred Stock that have been converted will, after such conversion, be deemed cancelled and retired.

(v) The Company shall comply with all federal and state laws, rules and regulations and applicable rules and regulations of the Exchange to which shares of the Common Stock are then listed. So long as the Common Stock into which the share of the Series A Preferred Stock is convertible is then listed on an Exchange, the Corporation shall list and keep listed on such Exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

(vi) Issuances of shares of Common Stock upon conversion of the Series A Preferred Stock shall be made without charge to any holder of the share of the Series A Preferred Stock for any issue or transfer tax (other than taxes in respect of any transfer occurring contemporaneously therewith or as a result of the holder being a non-U.S. person) or other incidental expense in respect of the issuance of such shares, all of which taxes and expenses shall be paid by the Corporation; provided, however, that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of Common Stock in a name other than that of the holder of the Series A Preferred Stock to be converted, and no such issuance or delivery shall be made unless and until the person requesting such issuance or delivery has paid to the Corporation the amount of any such tax or has established, to the reasonable satisfaction of the Corporation, that such tax has been paid.

(d) Adjustments to Floor Price and Ceiling Price. The Floor Price and the Ceiling Price shall be adjusted from time to time by the Corporation, without duplication to other sections herein as follows, with each event resulting in such adjustment pursuant to this Section ("Adjustment Event"):

(i) Stock Splits, Subdivisions, Reclassifications or Combinations. If the Corporation shall (A) declare a dividend or make a distribution on its Common Stock in shares of Common Stock, (B) subdivide or reclassify the outstanding shares of Common Stock to a greater number of shares or (C) combine or reclassify the outstanding Common Stock into a smaller number of shares, each of the Floor Price and the Ceiling Price in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification shall be adjusted

to the number obtained by multiplying each of the Floor Price and the Ceiling Price in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action, and the denominator of which shall be the number of shares of Common Stock outstanding immediately following such action.

(ii) Statement Regarding Adjustments. Whenever either of the Floor Price or the Ceiling Price shall be adjusted as provided in this Section (V)(d), the Corporation shall forthwith file, at the principal office of the Corporation, a statement showing in reasonable detail the facts requiring such adjustment, and each of the Floor Price or the Ceiling Price that shall be in effect after such adjustment and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to the holder of the share of the Series A Preferred Stock at the address appearing in the Corporation's records.

(VI) Series A Preferred Stock Protective Provisions. So long as the share of Series A Preferred Stock is outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holder of the outstanding share of the Series A Preferred Stock, voting as a separate class, take any of the following actions or such other actions as may be set forth by the Board of Directors:

- (a) Amending the company's bylaws or certificate of incorporation.
- (b) Mergers, acquisitions, or asset sales.
- (c) Changing the number of board of directors' seats.
- (d) Hiring or firing executive officers.
- (e) Adjusting executive officer compensation.
- (f) Taking on new debt.
- (g) Entering a new line of business.
- (h) Buying assets.
- (i) Entering a transaction with employees, directors, or executives.

(F) Series B Convertible Preferred Stock Designation. A series of the Corporation's Preferred Stock is designated as "Series B Convertible Preferred Stock" ("Series B Convertible Preferred Stock") and the number of shares of the Series B Convertible Preferred Stock shares is One Million (1,000,000), having a par value of \$1.00 per share. The voting and other powers, preferences, privileges, participating, optional or other rights of the shares of such series, and the qualifications, limitations and restrictions thereof, is as follows:

1 Fractional Shares. Series B Convertible Preferred Stock may be issued in fractional shares.

2. Dividends. Series B Convertible Preferred Stock shall be treated pari passu with Common Stock except that the dividend on each share of Series B Convertible Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate.

3. Liquidation, Dissolution, or Winding Up.

(a) Payments to Holders of Series B Convertible Preferred Stock. Series B Convertible Preferred Stock shall be treated pari passu with Common Stock except that the payment on each share of Series B Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock multiplied by the Conversion Rate.

4. Voting.

(a) The shares of Series B Convertible Preferred Stock shall vote on all matters as a class with the holders of Common Stock and each share of Series B Convertible Preferred Stock shall be entitled to the number of votes per share equal to the Conversion Rate.

5. Series B Preferred Stock Conversion Rate and Adjustments.

(a) Conversion Rate. The Conversion Rate shall be ten (10) shares of Common Stock (as adjusted pursuant to this Section 5) for each share of Series B Convertible Preferred Stock.

(b) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the issuance of the Series B Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series B Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(c) Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series B Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series B Convertible Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of

securities, cash or other property that a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series B Convertible Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

#### 6. Conversion.

(a) Shares of Series B Convertible Preferred Stock shall not be convertible at any time that there are not a sufficient number of authorized shares of Common Stock not reserved for other purposes so that all outstanding shares of Series B Convertible Preferred Stock can be converted. All shares of Series B Convertible Preferred Stock are subject to mandatory conversion as set forth below and are not otherwise convertible. Upon the effective date, which date shall be determined by the Board of Directors ("Mandatory Conversion Date"), (i) all outstanding shares of Series B Convertible Preferred Stock shall be automatically converted into shares of Common Stock, at the Conversion Rate of one (1) share of preferred stock into ten (10) shares of common stock, (ii) such shares may not be reissued by the Corporation as shares of Series B Convertible Preferred Stock, and (iii) all outstanding options and warrants to acquire Series B Convertible Preferred Stock shall be automatically converted into options and warrants to acquire shares of Common Stock, at the then effective Conversion Rate and the price per share of Common Stock will be equal to the fraction in which the numerator is one (1) and the denominator is the Conversion Rate.

(b) All holders of record of shares of Series B Convertible Preferred Stock shall be given written notice of the Mandatory Conversion Date and the place designated for mandatory conversion of all such shares of Series B Convertible Preferred Stock pursuant to this Section 6. Such notice need not be given in advance of the occurrence of the Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, to each record holder of Series B Convertible Preferred Stock. Upon receipt of such notice, each holder of shares of Series B Convertible Preferred Stock shall surrender his, her, or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section 6. On the Mandatory Conversion Date, all outstanding shares of Series B Convertible Preferred Stock shall be deemed to have been converted into Shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Series B Convertible Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than a holder of Common Stock), will terminate except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common

Stock into which such Series B Convertible Preferred Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. As soon as practicable after the Mandatory Conversion Date and the surrender of the certificate or certificates for Series B Convertible Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in Section 6 in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) All certificates evidencing shares of Series B Convertible Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series B Convertible Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series B Convertible Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Convertible Preferred Stock accordingly.

(d) No fractional shares of Common Stock shall be issued upon conversion of the Series B Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.

7. Waiver. Any of the rights, powers, or preferences of the holders of Series B Convertible Preferred Stock set forth herein may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series B Convertible Preferred Stock then outstanding.

#### ARTICLE IV

The name and address of the registered agent for these Restated Articles of Incorporation is Stephen Conklin, 11161 Amber Ridge Dr, Zellwood, FL 32798

#### ARTICLE V

The duration of this corporation is perpetual. The Board of Directors is hereby authorized to create and issue, whether or not in connection with the issuance and sale of any of stock or other

securities or property of the Corporation, rights entitling the holders thereof to purchase from the Corporation shares of stock or other securities of the Corporation of any other corporation. The times at which and the terms upon which such rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence such rights. The authority of the Board of Directors with respect to such rights shall include, but not be limited to, determination of the following:

(a) The initial purchase price per share of other unit of the stock or other securities or property to be purchased upon exercise of such rights.

(b) Provisions relating to the times at which and the circumstances under which such rights may be exercised or sold or otherwise transferred, either together with or separately from, any other stock or other securities of the Corporation.

(c) provisions that adjust the number or exercise price of such rights or amount or nature of the stock or other securities or property receivable upon exercise of such rights in the event of a combination, split, or recapitalization of any stock of the Corporation, a change in ownership of the Corporation's stock or other securities or a reorganization, merger, consolidation, sale of assets, or other relating to the Corporation or any stock of the Corporation, and provisions, restricting the ability of the Corporation to enter into any such transactions absent an assumption by the other party or parties there to of the obligations of the Corporation under such rights.

(d) Provisions that deny the holder of a specified percentage of the outstanding stock or other securities of the Corporation the right to exercise such rights and/or cause the rights held by such holder to become void.

(e) Provisions that permit the Corporation to redeem or exchange such rights.

(f) The appointment of a rights agent with respect to such rights.

#### ARTICLE VI

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE VII

This corporation currently has two (2) directors. The number of directors may be increased up to five (5). The number may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the current directors of this corporation are:  
Maurice W. Owens, 1016 Baronet Dr, Las Vegas, NV 89138; and  
Darryl Rouson, 1016 Baronet Dr, Las Vegas, FL 89138.

(a) Each person who is, or was, or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors as an officer of the Corporation, as a director, officer or trustee of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executor, administrators, or estate of such person) shall be indemnified by the Corporation, to the fullest extent permitted from time to time by the State of Florida Statutes as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect.

(b) The Corporation may by action of the Board of Directors or through the adoption of Bylaws, provide indemnification to employees and agents of the Corporation, and to persons serving as employees or agents of another corporation, partnership, joint venture, trust, or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers. The Corporation shall be required to indemnify any person seeking indemnification and connection with a proceeding (or part thereof) initiated by such person, only if such proceeding was authorized by the Board of Directors, or is a proceeding to enforce such person's claim to identification pursuant to the rights granted by these Restated Articles of Incorporation or otherwise by the Corporation.

(c) the right to indemnification preferred in this Article VIII shall be a contractual right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, such advances to be paid by the Corporation within (20) days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; provided, however, that if the State of Florida Statutes requires, the payment of such expenses, incurred by such a person in his or her capacity as such a director or officer of the Corporation in advance of the final disposition of the proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VIII or otherwise.

(d) Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article VIII.

(e) Neither any amendment or repeal of any Section of this Article VIII, nor the adoption of any provision of these Restated Articles of Incorporation or the By-laws of the Corporation inconsistent with this Article VIII, shall adversely affect any right or protection of any director, officer, employee or other agent established pursuant to this Article VIII existing at the time of such amendment, repeal or adoption of an inconsistent provision, including without limitation by eliminating or reducing the effect of this Article VIII, for or in respect of any act, omission or other matter occurring, or any action or proceeding accruing or arising (or that, but for this Article VII, would accrue or arise), prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE VIII

Directors need not be residents of the State of Florida.

(a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permitted by the Florida Statutes, as now or hereafter in effect. If the State of Florida Statutes 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 to the fullest extent permitted by the State of Florida Statutes, as so amended.

(b) Neither any amendment or repeal of any Section of this Article IX, nor the adoption of any provision of these Restated Articles of Incorporation or the By-laws of the Corporation inconsistent with this Article IX, shall adversely affect any right or protection of any director established pursuant to this Article IX existing at the time of such amendment, repeal or adoption of an inconsistent provision, including without limitation by eliminating or reducing the effect of this Article IX, for or in respect of any act, omission or other matter occurring, or any action or proceeding accruing or arising (or that, but for this Article IX, would accrue or arise), prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE IX

Directors shall have the authority to fix compensation of the officers of this corporation.

## ARTICLE X

Except as may be expressly provided in these Restated Articles of Incorporation, the Corporation reserves the right at any time from time to time to amend, alter, change, or repeal, any provision contained in these Restated Articles of Incorporation or a Preferred Stock Designation and any other provisions authorized by the laws of the state of Florida at the time in force may be added or inserted, in the matter, now or thereafter prescribed, hearing or by applicable law, and all rights, preferences, and privileges of whatsoever nature conferred upon stockholders, directors, or any other person whomsoever by and pursuant to these Restated Articles of Incorporation and its present form or as hereafter amended our granted subject to the rights reserved in this Article XI; provided, however, that any amendment or repeal of Article VIII or Article IX of these Restated Articles of Incorporation shall not adversely affect any right or protection existing here, under in respect of any act or admission occurring prior to such amendment or repeal; and provided further that no Preferred Stock Designation shall be amended after the issuance of any shares of the series of Preferred Stock created, thereby, except in accordance with the terms of such Preferred Stock Designation and the requirements of the applicable law.

## ARTICLE XI

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of



the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Notwithstanding anything to the contrary above, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting, if they consent in writing setting forth action is signed by the shareholders owning a majority of the shares of common stock entitled to vote on the subject thereof.

#### ARTICLE XII

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares entitled to vote at an election of directors.

#### ARTICLE XIII

If all the directors severally or collectively consent in writing to any action taken, or to be taken, by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XIV

The amount of capital with which this corporation will begin business shall not be less than eight hundred dollars (\$800.00).

The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

Dated: 3-17-2025

Signature: Mo Owens

Printed name of the signer: MAURICE W. OWENS

Title of person signing: President

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: EQ ENERGY DRINK, INC.

2. The name and address of the registered agent and office is:

Stephen Conklin, 11161 Amber Ridge Dr, Zellwood, FL 32798

FILED  
2025 MAR 28 AM 9:04  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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Stephen Conklin

Signature: Stephen Conklin  
Stephen Conklin (Mar 27, 2025 17:12 EDT)

Email: steveconklin78@gmail.com