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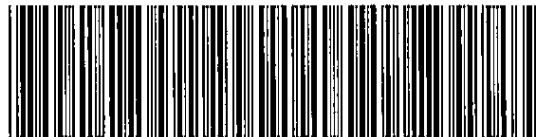
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 16, 2022

THE BOSTON CAPITAL GROUP INC.  
1111 LINCOLN RD.  
MIAMI BEACH, FL 33139

SUBJECT: THE BOSTON CAPITAL GROUP INC.  
Ref. Number: P97000089520

2022 FEB 22 PM 1:31

We have received your document for THE BOSTON CAPITAL GROUP INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

Anissa Butler  
Regulatory Specialist II

Letter Number: 522A00003852

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STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

**THE BOSTON CAPITAL GROUP INC.,**

**A FLORIDA CORPORATION**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), the Articles of Incorporation of The Boston Capital Group Inc., a corporation organized and existing under the laws of the State of Florida, the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida (the "Department").

**ARTICLE I – NAME**

The name of the Corporation is The Boston Capital Group Inc. (hereinafter called the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the current principal place of business and registered office of the Corporation is 1111 Lincoln Road, Miami Beach, FL 33139; such principal place of business of the Corporation may be relocated to such address and city within or without the State of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's registered agent in the State of Florida is Spiegel & Utrera, P.A., 1840 SW 22 St, 4th Floor, Miami, FL 33145.

**ARTICLE III – PURPOSE**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the FBCA, including any amendments thereto.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Two Billion Five Hundred Million (2,500,000,000) shares, consisting of Class A Preferred Stock, One Billion Five Hundred Million (1,500,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Class A Preferred Stock"); One Million (1,000,000) shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"); Class B Common Stock, Two Hundred Fifty Million (250,000,000) shares of Common Stock, par value \$0.001 per share (the "Class B Common Stock"); and Class C Common Stock, Seven Hundred Forty-Nine Million (749,000,000) shares of Common Stock, par value \$0.001 per share (the "Class C Common Stock").

A statement of the powers, privileges, and relative rights, and the qualifications, limitations, or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

Holders of Class A Preferred Stock, Class B Common Stock, and Class C Common Stock shall have all the rights, privileges, and obligations granted by the FBCA, as enhanced or limited by these Amended and Restated Articles of Incorporation. No Corporation Bylaws

(Amended and Restated Bylaws) or Board of Directors' resolution shall change, limit, or enhance the rights and obligations of holders of Class A Common Stock, referred to as "Founder Stock". No Corporation Bylaws (Amended and Restated Bylaws) or Board of Directors' resolution shall change, limit, or enhance the rights and obligations of holders of Class B Common Stock.

No Corporation Bylaws or Board of Directors' resolution shall amend or enhance the Corporation's existing capital stock classes (i.e., Class A Preferred Stock, Class B Common Stock, and Class C Common Stock).

No Corporation Bylaws or Board of Directors' resolution shall modify, limit, or enhance the Corporation's dividend payment ratios of the Corporation's shares in their particular classes.

No Corporation Bylaws or Board of Directors' resolution shall modify, limit, or enhance the conversion ratio of any Corporation's Class of Stock.

Any capital stock of the corporation entitled to receive payment of a dividend or distribution will be paid a dividend or distribution thirty (30) days following the fiscal year ending December 31st.

Any changes to state or federal securities laws that affect Class A Preferred Stock and/or Class C Common Stock shall entitle the Stockholders to amend the Stockholders Agreement for as long as it does not prejudice any of the Corporation's classes of shares.

#### **A. Preferred Stock**

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors may determine in its sole discretion. Each class or series shall be designated so as to distinguish the shares thereof from the shares of all other classes and series. All shares of a series shall have preferences, limitations, and relative rights identical with those of other shares of the same series and, with those of other series of the same class. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless specifically provided for herein.

2. Transfer and Sale of Class A Preferred Stock. Class A Preferred Stock may be transferred and/or sold pursuant to the terms set forth in the Corporate Stockholders Agreement.

3. Voting Rights of Class A Preferred Stock. Class A Preferred Stock shall hold no voting rights in the Corporation.

4. Dividends and Conversion of Class A Preferred Stock. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class A Preferred Stock shall be entitled to receive dividends out of funds legally available therefore at such times as the Board of Directors may determine in its sole discretion. Stockholders of Class A Preferred Stock shall be paid dividends at a ratio of 1:1. Class A Preferred Stock may be converted to Class C Common Stock at a ratio of 8:1.

5. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors is expressly authorized, subject to the limitations prescribed by law and

the provisions of these Amended and Restated Articles of Incorporation, to provide, by adopting a resolution or resolutions of the Board, for the designation and issuance of the undesignated Preferred Stock in one or more classes or series, each with such preferences, limitations and relative rights and privileges as shall be set forth in articles of amendment to these Amended and Restated Articles of Incorporation, which shall be filed in accordance with the FBCA. Without limiting the foregoing, the authority of the Board of Directors with respect to each such class or series shall include the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms or in what events;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms, and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive, in preference over any or all other class(es) or series, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (and distribution of the net assets of the Corporation in connection therewith);

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange, the terms and conditions of conversion or exchange, and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special, conditional, or limited voting rights with respect to any matter, including with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, limitations, or relative rights and privileges thereof as the Board of Directors, acting in accordance with applicable law and these Amended and Restated Articles of Incorporation, may deem advisable and which are not inconsistent with law or with the provisions of these Amended and Restated Articles of Incorporation.

6. Preference on Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of Preferred Stock shall be

entitled to receive the amount fixed for such series plus, in the case of any series on which dividends shall have been determined by the Board of Directors to be cumulative, an amount equal to all dividends accumulated and unpaid thereon to the date of final distribution whether earned or declared. If the assets of the Corporation are not sufficient to pay such amounts in full, holders of all shares of Preferred Stock shall participate ratably in the distribution of assets in proportion to the full amounts to which they are entitled or in such order or priority, if any, as shall have been fixed in the resolution or resolutions providing for the issuance of the series of Preferred Stock. Neither the merger nor consolidation of the Corporation into or with any other corporation, nor a sale, transfer, or lease of all or part of its assets, shall be deemed liquidation of the Corporation within the meaning of this paragraph.

#### **B. Class A Common Stock & "Founder Stock".**

1. General. All shares of Class A Common Stock "Founder Stock" shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges, and other rights provided under the FBCA (except as expressly provided under these Amended and Restated Articles of Incorporation). The voting, dividend, and liquidation rights of the holders of Class A Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

2. Sale and Transfer of Class A Common Stock; Right of First Refusal for Class A Common Stock Stockholders. Class A Common Stock can be transferred and/or sold by giving thirty (30) calendar day written notice by electronic communication to existing Class A Common Stock Stockholders (copy of the notice to all listed corporate directors) and existing Class A Common Stock Stockholders shall have the right of first refusal for any transactions related to issued and outstanding shares of Class A Common Stock. The right of first refusal may be exercised within thirty (30) calendar days calculated from the last day of the notice period. The right of First Refusal shall not exceed sixty (60) calendar days from the receipt of the initial electronic notice. Any outstanding dues or payments as a result of exercising the right of first refusal related to Class A Common Stock shall be made without deductions within ten (10) regular banking days. Failure to make a timely payment within ten (10) banking days shall result in the loss of the right of first refusal, giving the holder of Class A Common Stock shares the right to transfer or sell such Class A Common Stock shares to non-Class A Common Stockholders. Any holder of Class A Common Stock that wishes to convert any issued or outstanding shares of any class of shares in the Corporation shall be entitled to do so by thirty (30) day written notice to the Corporation.

3. Voting Rights. Each holder of record of Class A Common Stock shall be entitled to one (1) votes for general matters, and one hundred (100) votes in the event that a vote is taken to amend the Bylaws, for each share of Class A Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section A of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class A Common Stock shall vote all matters submitted to stockholders for a vote (including any action by written consent).

4. Dividends. Subject to provisions of law and Section A of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class A Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times as the

Board of Directors may determine in its sole discretion. Stockholders of Class A Common Stock shall be paid dividends at a ratio of 1:1.

5. Conversion of Class A Common Stock. No holder of Class A Common Stock standing in such holder's name on the books of the Corporation shall have the right to convert or dilute said Class A Common Stock.

6. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class A Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

#### **C. Class B Common Stock.**

7. General. All shares of Class B Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges, and other rights provided under the FBCA (except as expressly provided under these Amended and Restated Articles of Incorporation). The voting, dividend, and liquidation rights of the holders of Class B Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

8. Sale and Transfer of Class B Common Stock; Right of First Refusal for Class B Common Stock Stockholders. Class B Common Stock can be transferred and/or sold by giving thirty (30) calendar day written notice by electronic communication to existing Class B Common Stock Stockholders (copy of the notice to all listed corporate directors) and existing Class B Common Stock Stockholders shall have the right of first refusal for any transactions related to issued and outstanding shares of Class B Common Stock. The right of first refusal may be exercised within thirty (30) calendar days calculated from the last day of the notice period. The right of First Refusal shall not exceed sixty (60) calendar days from the receipt of the initial electronic notice. Any outstanding dues or payments as a result of exercising the right of first refusal related to Class B Common Stock shall be made without deductions within ten (10) regular banking days. Failure to make a timely payment within ten (10) banking days shall result in the loss of the right of first refusal, giving the holder of Class B Common Stock shares the right to transfer or sell such Class B Common Stock shares to non-Class B Common Stockholders. Any holder of Class B Common Stock that wishes to convert any issued or outstanding shares of any class of shares in the Corporation shall be entitled to do so by thirty (30) day written notice to the Corporation.

9. Voting Rights. Each holder of record of Class B Common Stock shall be entitled to eight (8) votes for general matters, and two (2) votes in the event that a vote is taken to amend the Bylaws, for each share of Class B Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section B of this Article IV of these Amended and Restated Articles of Incorporation, the

holders of Class B Common Stock shall vote all matters submitted to Stockholders for a vote (including any action by written consent).

10. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class B Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times as the Board of Directors may determine in its sole discretion. Stockholders of Class B Common Stock shall be paid dividends at a ratio of 1:3.

11. Conversion of Class B Common Stock. No holder of Class B Common Stock standing in such holder's name on the books of the Corporation shall have the right to convert or dilute said Class B Common Stock.

12. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class B Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

#### **D. Class C Common Stock.**

1. General. All shares of Class C Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges, and other rights provided under the FBCA (except as expressly provided under these Amended and Restated Articles of Incorporation). The voting, dividend, and liquidation rights of the holders of Class C Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock (when, if and to the extent shares or series of such stock are designated and issued).

2. Voting Rights. Each holder of record of Class C Common Stock shall be entitled to three (3) votes for general matters, and one (1) vote in the event that a vote is taken to amend the Bylaws, for each share of Class C Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or by or pursuant to Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class C Common Stock shall vote all matters submitted to stockholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class C Common Stock shall be entitled to receive dividends out of funds legally available therefore at such times as the Board of Directors may determine in its sole discretion. Stockholders of Class C Common Stock shall be paid dividends at a ratio of 1:1.

4. Conversion of Class C Common Stock. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, the holders of Class C Common Stock may convert their shares to Class C Common Stock at a ratio of 5:1. Any holder of Class C Common Stock that wishes to convert any issued or outstanding shares



of any class of shares in the Corporation shall be entitled to do so by thirty (30) day written notice to the Corporation.

5. Liquidation. Subject to provisions of law and Section B of this Article IV of these Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provision for payment of all debts and liabilities of the Corporation and any and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of the net assets of the Corporation in liquidation, the holders of Class C Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation available for distribution.

6. Issuance of Class C Common Stock. Class C Common Stock shall be issued for stock warrants and to the directors and employees of the Corporation in the form of incentive stock options.

7. Transfer and Sale of Class C Common Stock So Long as the Corporation is Not Using an External Electronic Stock Registrar Agent; Right of First Refusal for Class B Common Stock Stockholders. As long as the Corporation is not using an external electronic stock registrar, Class C Common Stock can be transferred and/or sold by giving thirty (30) calendar day written notice by electronic communication to existing Class B Common Stock Stockholders (copy of the notice to all listed corporate directors) and existing Class B Common Stock Stockholders shall have the right of first refusal for any transactions related to issued and outstanding shares of Class C Common Stock. The right of first refusal may be exercised within thirty (30) calendar days calculated from the last day of the notice period. The right of First Refusal shall not exceed sixty (60) calendar days from the receipt of the initial electronic notice. Any outstanding dues or payments as a result of exercising the right of first refusal related to Class C Common Stock shall be made without deductions within ten (10) regular banking days. Failure to make a timely payment within ten (10) banking days shall result in the loss of the right of first refusal, giving the holder of Class C Common Stock shares the right to transfer or sell such Class C Common Stock shares to non-Class B Common Stockholders. Any holder of Class C Common Stock that wishes to convert any issued or outstanding shares of Class B Common Stock of shares in the Corporation shall be entitled to do so by thirty (30) day written notice to the Corporation.

8. Transfer and Sale of Class C Common Stock Using an External Electronic Stock Registrar Agent. Class C Common Stock may be transferred and/or sold pursuant to the terms set forth in the Corporate Stockholders Agreement so long as this does not conflict with the Corporation's agreement with the external electronic stock registration agent.

9. Public Trading of Class C Common Stock. In the event that the Corporation's shares should be listed on any public exchange, Class C Common Stocks shall be the Corporation's capital stock publicly traded.

#### **E. Options, Warrants & Rights.**

1. The Corporation may issue options, warrants, and rights for the purchase of

their form and content, and the consideration for which, and terms and conditions upon which, the shares are to be issued.

2. The terms and conditions of rights or options to purchase shares of any class or series of the Corporation may include, without limitation, restrictions or conditions that preclude or limit the exercise, transfer, receipt, or holding of such rights or options by any person or persons, including any person or persons owning (beneficially or of record) or offering to acquire a specified number or percentage of the outstanding shares of any class or series, or any transferee or transferees of any such person or persons, or that invalidate or void such rights or options held by any such person or persons or any such transferee or transferees.

#### **F. Convertible Promissory Notes**

Any duly authorized issuance of convertible promissory notes backed by Class A Preferred Stock in the Corporation will result in the stock reverting back pro-rata to Class A Common Stock Stockholders upon maturity, unless the convertible promissory note is exercised, triggering the stock to be transferred as a form of payment against the convertible promissory note.

### **ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than three (3) nor more than five (5) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least eighteen (18) years of age but need not be residents of Florida or Stockholders of the Corporation. Any director, other than an "Interested Stockholder," any person or entity who is the beneficial owner, directly or indirectly, of more than Ten Percent (10%) of the outstanding voting shares of Class B Common Stock of the Corporation on the Board of Directors, shall be elected for a one (1) year term by a plurality of the votes cast by the shares of capital stock of the Corporation entitled to vote in such election at an annual meeting of the stockholders at which a quorum is present. Interested Stockholders shall be entitled to a five (5) year term and may only be removed by the affirmative vote of the holders of at least a majority of the voting power of all the then-issued and outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

Founder Stock Stockholders. There shall be two founder Stockholders as directors ("Founder Directors"). Founder Directors shall initially be appointed for a five-year term. Each Founder Director shall have the right, in each Founder Director's sole discretion, to appoint one (1) director, for a maximum total of two (2) directors, at any time, at their discretion. All director appointments to the Board of Directors shall require the unanimous consent of the Founder Directors.

A holder of the Corporation's Class A Common Stock and Class B Common Stock shall not be personally liable to the Corporation or its Stockholder for monetary damages for

## **ARTICLE VI - DIRECTOR ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors (or of a committee of the Board of Directors) may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the written consent of all members of the Board of Directors (or of such committee of the Board of Directors). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the Board of Directors are recorded. Any action taken by written consent under this Article VI shall be deemed effective when the last director signs the consent unless the consent specifies otherwise and shall have the same effect as a meeting vote and may be described as such in any document.

## **ARTICLE VII - CALL OF SPECIAL STOCKHOLDERS MEETING**

Except as otherwise required by law or by or pursuant to these Amended and Restated Articles of Incorporation, the Corporation shall not be required to call or hold a special meeting of Stockholders of the Corporation unless (in addition to any other requirement(s) of applicable law or elsewhere in these Amended and Restated Articles of Incorporation) (i) the holders of not less than forty percent (40%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by (a) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (b) the Corporation's Chairman of the Board of Directors or Chief Executive Officer, or (c) the Corporation's Secretary upon the written request of any two (2) or more members of the Board of Directors. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the FBCA (or a successor provision of such law) may be conducted at a special Stockholders' meeting.

## **ARTICLE VIII - STOCKHOLDER ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at any annual or special meeting of Stockholders of the Corporation may be taken without a meeting, without prior notice, and without a vote, if such action is taken by the written consent of the holders of the outstanding shares of capital stock of the Corporation entitled to vote on such action having not less than the minimum number of votes (including, if and as applicable, the minimum number of votes of any voting groups entitled to vote separately on the matter) necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Stockholders having the requisite number of votes entitled to vote thereon and delivered to the Secretary or other officer or agent of the Corporation having custody of the official minute books of the Corporation in which proceedings of meetings of the Stockholders are recorded (the "Stockholder Minute Books"). Whenever action is taken pursuant to this Article VIII, the written consent(s) of Stockholders, or the written reports of inspectors appointed to tabulate Stockholder consents, shall be filed in the Stockholder Minute Books. No written consent of Stockholders shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent delivered in the manner provided in this Article VIII, written consents executed and delivered by the number of holders required to take action are delivered

to the Corporation by delivery as required in this Article VIII. Within ten (10) days after obtaining authorization of corporate action by written consent of Stockholders, notice shall be given to those stockholders who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the FBCA. Any action taken by written consent under this Article VIII shall have the effect of a meeting vote and may be described as such in any document.

#### **ARTICLE IX - LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its Stockholders or any other person for monetary damages for or relating to any statement, vote, decision, action, or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 706.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE X – INDEMNIFICATION**

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article X shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article X.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and/or to the advancement of expenses to officers, employees, and agents of the Corporation similar to those conferred in this Article X to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right(s) which any person may have or hereafter

acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, a vote of Stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article X shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article X.

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

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board of Directors and the Stockholders of the Corporation is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles of Incorporation. For the Stockholders to make, alter, amend, or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the Stockholders, or (b) the Stockholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provides expressly that the Board of Directors may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

#### **ARTICLE XII – AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

#### **ARTICLE XIII – CONTROL SHARE ACQUISITIONS**


The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The Corporation reserves the right to alter, amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the Stockholders are subject to this reservation.

*[Signature Page to Follow.]*

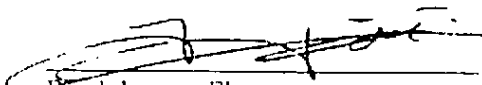
**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of the 17 day of February, 2022.

**The Boston Capital Group Inc.**

  
By: Johannes Floe  
Its: Director and President

### CERTIFICATION

These Amended and Restated Articles of Incorporation are adopted as of this 17th day of February 2022, (the "Effective Date"). These Amended and Restated Articles of Incorporation have been duly authorized and directed by the Unanimous Written Consent of the Board of Directors of the Corporation dated January 10, 2022, and the Unanimous Written Consent of the Shareholders of the Corporation, dated January 10, 2022. The Board of Directors and Shareholders' consent was sufficient for the approval of the amendment and restatement under Florida law, the Corporation Bylaws, and the original Articles of Incorporation. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

  
By: Johannes Floe

Its: Sole Director

Dated: 17/22

