

P98000031430

Requestor's Name

Welton & Williamson, P.A.
1078 S. Ferdon Blvd.
Suite B
Crestview, FL 32536

e #

Office Use Only

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DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
98 AUG 20 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

☐ Walk in

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
PRG/20

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 AUG 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WINK FUN & GAMES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 3: Amended all Articles of Incorporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 14 August, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

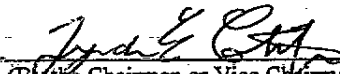
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

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

Signed this 16th day of August, 19 98

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lyndon E. Clifton

Typed or printed name

President/CEO / Incorporator

Title

**FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION**

of

WINK FUN & GAMES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is:

WINK FUN & GAMES, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 109 Virginia Drive, Fort Walton Beach, Florida 32548. The mailing address of the corporation is P.O. Box 4370, Fort Walton Beach, Florida 32549.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. We are a closely held business that is just starting out, but we will produce products that everyone will be happy to play. Move over big game companies, we are staking our claim. We promise to make quality games that are not only fun, but also reasonably priced!
2. To engage in the business of providing quality games and products that make life a little more enjoyable, looking at our history and poking fun at our eccentricities.
3. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business enterprises.
4. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above purposes.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of Common shares which the corporation is authorized to issue is 100,000 shares. Such shares shall be of one class of Common shares and shall be limited as to the freedom of alienation and shall be subject to a Shareholders agreement with a buy back option.

ARTICLE SIX

MANAGEMENT OF CORPORATION BY A BOARD OF DIRECTORS

There shall be elected a Board of Directors for the purpose of running the corporation, consisting of five directors who shall serve at least a three year term of office. The initial Directors named in these articles shall serve an initial term as indicated below:

Chief Executive Officer	Lyndon E. Clifton	A term of ten years
President	Lyndon E. Clifton	A term of ten years
Vice President	Alissa L. Clifton	A term of seven years
Treasurer	Lyndon E. Clifton	A term of ten years
Secretary	Alissa L. Clifton	A term of seven years

ARTICLE SEVEN

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal the Articles of Incorporation shall be vested in the Board of Directors, by not less than unanimous vote of the existing board at the time of the proposed amendment, or by the Common shares by not less than 3/5th of the Common shares.

The power to adopt, alter, or amend or repeal the By-Laws shall be by not less than a majority of the Board of Directors or a simple majority of the Common Shares.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation, of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the same price it is offered to others. Subject to the Shareholder's agreement filed with the Corporation.

ARTICLE NINE

ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation, or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, must be taken or considered by the respective authority, whether by the Board of Directors or the Shareholders at the annual or special meeting.

ARTICLE TEN

INCORPORATORS

The names of the person signing these Articles of Incorporation are:

Lyndon E. Clifton

ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

LYNDON CLIFTON

ARTICLE TWELVE

RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares. This provision provides that shares held by any shareholders may not be resold or otherwise transferred to another person(s) or entity, (Except as otherwise provided in this article), unless such shares are first offered to this corporation or to the remaining shareholders, with the corporation having the right of first refusal. The price and terms at which such shares may be offered and sold, shall be the book value as determined by the acting CPA of the corporation. The corporation and shareholders shall have 60 days from the date the selling to give the other Shareholders written notice to purchase the offered shares. Should the corporation or any Shareholder fail to meet the terms, within the time and price, after receiving written notice from the selling Shareholder, his/her/their failure shall be treated as a waiver of his/her/their first right of refusal.

ARTICLE THIRTEEN

AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles as indicated in Article Seven.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 13 day of August, 1998


LYNDON E. CLIFTON, Shareholder


ALISSA L. CLIFTON, Shareholder
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.


Lyndon E. Clifton