

# S19750

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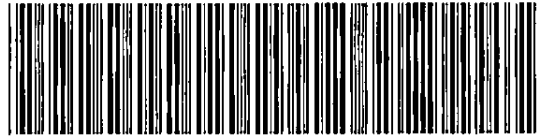
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*Amended & Restated  
Articles*

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Account#: 120000000088

Date: 03/27/2023

Name: Merritt Walker

Reference #: 1942733

Entity Name: XTEC, INCORPORATED

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$43.75

Signature: mw

**SECONDED AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**XTEC, INCORPORATED.**

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2023 MAR 27 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, and pursuant to resolutions duly adopted by its Board of Directors and Shareholders, XTEC, Incorporated, a Florida corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the Corporation is XTEC, INCORPORATED.
2. The Articles of Incorporation are amended: (i) replace the Amended and Restated Articles of Incorporation filed by the Corporation with the Florida Department of State in October 1992, (b) delete Article Three in its entirety and replace it with the Article Three described herein, and (c) remove the provisions contained in Articles 9, 10, 11, 16 and 17.
3. The 750,000 shares of Series A Preferred Stock outstanding prior to the adoption of these Amended and Restated Articles of Incorporation shall, upon approval by the shareholders of these Amended and Restated Articles of Incorporation, be converted into 750,000 shares of the Corporation's common stock. The conversion of the outstanding shares of Series A Preferred Stock shall not affect the number of authorized shares of preferred stock that are set forth in the Second Amended and Restated Articles of Incorporation.
4. The amendments to the Corporation's Articles of Incorporation reflected above, and these Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation on February 16, 2023 by Unanimous Written Consent in which the Board of Directors recommended that these changes be approved by the Corporation's shareholders. Thereafter, at a duly called meeting of the Corporation's shareholders held on March 8, 2023, these Second Amended and Restated Articles of Incorporation were approved by the Corporation's shareholders.
5. The following Second Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Corporation until amended and changed in accordance with the provisions of the Florida Business Corporation Act:

***[Second Amended and Restated Articles of Incorporation Start on Next Page]***

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**XTEC, INCORPORATED**

**ARTICLE ONE**

The name of the Corporation shall be: XTEC, INCORPORATED

**ARTICLE TWO**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE THREE**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 16,000,000 shares, of which (i) 15,000,000 shares shall be Common Stock, par value \$0.001 per share (the "Common Stock") and (ii) 1,000,000 shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The designations, powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below.

**A. Common Stock**

Section 1. General. Except as otherwise expressly provided, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

Section 2. Voting. Each holder of record shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

Section 3. Dividends. Subject to applicable law, the holders of shares of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion, with each share of Common Stock sharing equally, share for share, in such dividends.

Section 4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (each, a "Liquidation Event"), after the payment or provision for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of Preferred Stock are entitled with respect

to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation entitled for distribution.

#### B. Preferred Stock

Subject to any limitations prescribed by law, the Board of Directors or any authorized committee thereof is expressly authorized to provide for the issuance of shares of Preferred Stock in one or more series of such stock, and by filing a certificate pursuant to applicable law in the State of Florida, to establish or change from time-to-time and fix the number of shares to be included in each such series, and to fix the designations, powers, preferences and the relative, participating, optional or other special rights of the shares of each series and any qualifications, limitations and restrictions thereof. Any action by the Board of Directors or any authorized committee thereof under this Article III to fix the designations, powers, preferences and the relative, participating, optional or other special rights of the shares of a series of Preferred Stock and any qualifications, limitations and restrictions thereof shall require the affirmative vote of the majority of the Directors then in office or a majority of the members of such committee. The authority of the Board of Directors or any authorized committee thereof shall include, but not be limited to, the right to determine or fix one or more of the following with respect to each series of Preferred Stock to the extent permitted by law:

- a) The distinctive serial designation and the number of shares constituting such series;
- b) The dividend rates of the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative, and, if so, from which date or dates, the payment date or dates for dividends, and the participating and other rights, if any, with respect to dividends;
- c) The amounts payable on, and the preferences, if any, of the shares of the series in respect of dividends, and whether such dividends, if any, shall be full or cumulative;
- d) The dates at which dividends, if any, shall be payable;
- e) The voting powers, full or limited, if any, of the shares of such series;
- f) Whether the shares of such series shall be redeemable, and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;
- g) The amount or amounts payable upon the shares of such series and any preferences applicable thereto in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

- h) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;
- i) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
- j) The price or other consideration for which the shares of such series shall be issued;
- k) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock (or series thereof) and whether such shares may be reissued as shares of the same or any other class or series of stock; and
- l) Such other powers, preferences, rights, qualifications, limitations, and restrictions thereof as the Board of Directors or any authorized committee thereof may deem advisable.

#### **ARTICLE FOUR**

This Corporation shall have perpetual existence.

#### **ARTICLE FIVE**

The principal business office and mailing address of the Corporation is located at 5775 Blue Lagoon Drive, Suite 280, Miami, Florida 33126.

#### **ARTICLE SIX**

The business of the corporation shall be managed by a Board of Directors, however, members of the Board of Directors need not be stockholders of the Corporation. The number of Directors, not less than five, shall be fixed by resolution of the directors at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

#### **ARTICLE SEVEN**

The Corporation does hereby designate the following address as its registered office: 5775 Blue Lagoon Drive, Suite 280, Miami, Florida 33126. The Corporation does hereby designate George Monco as its Registered Agent.

#### **ARTICLE EIGHT**

All of the officers and directors of the Corporation will be indemnified to the fullest extent permitted by law pursuant to Sections 607.0850-607.0859 of the Florida Business Corporation Act.

#### **ARTICLE NINE**

Subject to the rights of holders of any series of preferred stock then outstanding, any director or the entire Board of Directors may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the shares of the Corporation entitled to vote for the election of the directors.

#### **ARTICLE TEN**

Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken only upon the vote of the shareholders at an annual or special meeting duly called, and may not be taken by written consent of the shareholders; provided, however, that it is not the intention of this Article Ten to require a proposal to be submitted to a vote of the shareholders unless under Florida law such proposal is required to be presented to the shareholders.

#### **ARTICLE ELEVEN**

Special and annual meetings of the shareholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, upon not less than ten (10) days nor more than sixty (60) days written notice.

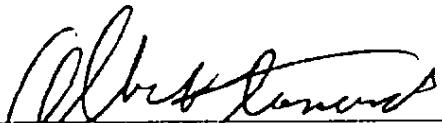
#### **ARTICLE TWELVE**


In the event that all, some or any part of any provision contained in these Articles of Incorporation shall be found by any court of competent jurisdiction to be illegal, invalid or unenforceable (as against public policy or otherwise), such provision shall be enforced to the fullest extent permitted by law and shall be construed as if it had been narrowed only to the extent necessary so as not to be invalid, illegal or unenforceable; the validity, legality and enforceability of the remaining provisions of these Articles of Incorporation shall continue in full force and effect and shall not be effected or impaired by such illegality, invalidity or unenforceability of any other provision (or any other part or parts thereof) of the Articles of Incorporation. If, and to the extent that any provision contained in these Articles of Incorporation violates any rule of a securities exchange on which securities of the Corporation are traded, the Board of Directors is authorized, in its sole discretion, to suspend or terminate such provision for such time or periods of time and subject to such conditions as the Board of Directors shall determine in its sole discretion.

*[Signatures on Next Page]*

**IN WITNESS WHEREOF**, the undersigned have executed these and Second Amended and Restated Articles of Incorporation this 20<sup>th</sup> day of March, 2023.

**XTEC, INCORPORATED**

By:   
Alberto Fernandez, President

By:   
Naila Ramgoolam, Corporate Secretary