

V17561

(Requestor's Name)

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☐ PICK-UP

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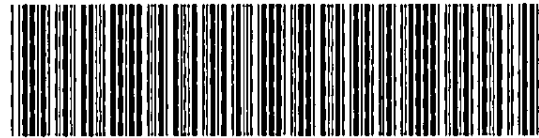
(Business Entity Name)

(Document Number)

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OCT -2 PM 1:19

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C. GOLDEN

OCT -5 2020

CAPITAL CONNECTION, INC.

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

Citation Communications, Inc,

Signature _____

Requested by: Seth

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CITATION COMMUNICATIONS, INC.**

2020-10-2 PM 1:00

Citation Communications, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act ("FBCA") does hereby certify that:

FIRST. The name of this corporation is Citation Communications, Inc. and the corporation was incorporated on February 28, 1992.

SECOND. These Amended and Restated Articles of Incorporation were unanimously approved by the holders of one hundred percent (100%) of all outstanding shares of stock of Citation Communications, Inc., by written action in lieu of a meeting on October 1, 2020, and by Citation Communications, Inc.'s Board of Directors pursuant to a unanimous written consent in lieu of a special meeting dated October 1, 2020, in accordance with the provisions of Sections 607.0704 and 607.0821 of the FBCA.

THIRD. These Amended and Restated Articles of Incorporation of Citation Communications, Inc. consolidate all amendments of the corporation into a single document

The Articles of Incorporation of Citation Communications, Inc. filed on February 28, 1992, are hereby amended in their entirety pursuant to the provisions of Section 607.1006, Florida Statutes, as follows:

ARTICLE I

The name of this corporation is Citation Communications, Inc. (the "Corporation").

ARTICLE II

The principal place of business and the mailing address of the Corporation is 1855 Indian Rd, West Palm Beach, FL 33409.

ARTICLE III

The purpose of the Corporation is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

ARTICLE IV

The Board of Directors shall initially consist of between one (1) and five (5) members.



ARTICLE V

1. Authorized Capital.

1.1. Capital. The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, all of one class.

1.2. Changes to Capital. An affirmative vote of a majority of the holders of the shares of the Corporation is required to amend these Articles of Incorporation to: (i) establish in any one or more respects a designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications or terms and conditions of redemption for any new series or class of the Corporation's shares, including, without limitation, the establishment of a class or series with preferences and other rights equal or superior to any existing series or class of stock, (ii) to increase the number of shares of stock in a designated series, and (iii) to increase the number of shares of stock that the Corporation shall have authority to issue.

2. Terms of the Common Stock.

2.1 Designation and Number. The shares of the Corporation shall consist of a single class which shall be designated "Common Stock" and consist of One Thousand (1,000) shares. All shares of Common Stock shall be identical and shall entitle the holder thereto to the same rights and privileges.

2.2 Dividends. Subject to this Article V, dividends may be paid on the Common Stock as and when declared by the Board of Directors of the Corporation and the holders of the Common Stock shall participate ratably in, all dividends of the Corporation, whether paid in cash, property or stock of the Corporation, as may be from time to time declared thereon by the Board of Directors out of the assets or funds of the Corporation legally available therefor.

2.3. Ratable Treatment. Subject to this Article V, the Corporation shall not pay a dividend, make a distribution, or effect a stock split-up, combination, reorganization, reclassification or recapitalization, in each case, with respect to its outstanding shares of Common Stock, unless all of its outstanding shares of Common Stock participate on the same basis (except in the case of a reclassification or recapitalization) in such dividend, distribution, split-up, combination, reorganization, reclassification or recapitalization.

2.4 Fractional Shares. Fractional votes shall not be permitted and any fractional voting rights resulting with respect to any holder of Common Stock shall be rounded to the nearest whole number (with one-half rounded upward to one).

2.5 Transferability. No shareholder may sell, transfer assign, pledge, hypothecate or encumber all or any portion of Common Stock without the written consent of the Company. The Company will generally require any shareholder seeking its consent to provide an opinion of counsel (such opinion and counsel to be satisfactory to the Company) that the proposed transfer

would not subject the Company to any adverse regulatory or tax requirements or result in the violation of any applicable law or regulation. The Company may withhold its consent in its sole and absolute discretion for any or no reason.

2.6 Voting Rights. Except as otherwise provided herein or by the Act, each holder of Common Stock shall be entitled to one vote per share on all matters on which shareholders are entitled to vote or consent pursuant to the Act or this Agreement.

3. Liquidation, Dissolution, Sale or Winding Up. Upon the voluntary or involuntary dissolution, liquidation, sale or other disposition of all or substantially all of the assets of the Company or winding up (each, a "Liquidation") of the Corporation, the holders of the shares of the Common Stock shall be entitled to receive and to be paid out of the assets of the Corporation *pari passu*.

4. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of Article V and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Convertible Promissory Notes against impairment.

5. Notices. Any notice required to be given to the holders of shares of the Common Stock, shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

6. Amendments and Waivers. Except as otherwise set forth herein, any amendment, waiver or action required or permitted under this Article V shall become effective and binding if the same is approved by the vote or written consent of the holders of a majority of the Common Stock then outstanding.

ARTICLE VI

The name and Florida Street address of the registered agent is Joseph E. Carpenter Jr., c/o Carpenter & Berger PL, 111 SE 12 Street, Fort Lauderdale FL 33316.

[SIGNATURES ON NEXT PAGE]



IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be signed by Jeana Quintana, its President on October 1, 2020.

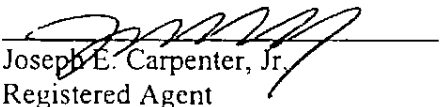
CITATION COMMUNICATIONS, INC.

By: 

Name: Jeana Quintana

Title: President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Joseph E. Carpenter, Jr.
Registered Agent