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Page: 2 of 7

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K & B INVESTMENT CORPORATION**

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H23000021408

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**K & B INVESTMENT CORPORATION**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION TALLAHASSEE, FL**

SECRETARY OF STATE

\*\*\*\*\*

**K & B Investment Corporation**, a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

A. The name of the corporation is **K & B Investment Corporation** (the "Corporation"). The Corporation's original Articles of Incorporation were filed with the Secretary of State of the State of Florida on September 2, 1977 under Document Number 547085, and were amended on January 15, 1998 (the original Articles of Incorporation, as amended, the "Original Articles").

B. The text of the Original Articles of the Corporation is hereby amended and restated in its entirety to read in its entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is **K & B INVESTMENT CORPORATION** (hereinafter referred to as the "Corporation").

**ARTICLE II**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, no par value per share ("Common Stock").

Upon these Articles of Incorporation becoming effective (the "Effective Time") pursuant to the Florida Business Corporation Act (the "FBCA"), every share of the Corporation's Voting Common Stock, no par value per share, and Non-Voting Common Stock, no par value per share (collectively, the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, will be automatically reclassified as and converted into one share of Common Stock of the Corporation (the "New Common Stock").

Following the Effective Time, each holder of Old Common Stock shall be entitled to receive upon surrender of such holder's certificate(s) representing Old Common Stock (whether one or more, "Old Certificates") for cancellation pursuant to procedures adopted by the Corporation, a certificate(s) representing the number of shares of New Common Stock (whether one or more, "New Certificates") into which and for which the shares of Old Common Stock formerly represented by Old Certificates so surrendered are reclassified under the terms hereof. From and after

H23000021408

the Effective Time, Old Certificates shall represent only the right to receive New Certificates.

**ARTICLE III**  
**PRINCIPAL LOCATION; MAILING ADDRESS**

The current address of the principal place of business of the Corporation is 11925 S.W. 128<sup>th</sup> Street, Miami, Florida 33186.

The current mailing address of the Corporation is P.O. Box 161859, Miami, Florida 33116.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by and under the direction of its Board of Directors (the "Board"). The directors need not be elected by written ballot unless required by the Bylaws or the Shareholders Agreement of the Corporation.

The name and mailing address of the persons who are to serve as directors until the next annual meeting of stockholders, or until the earlier death, resignation or incapacity of any such director or such date as any such director's successor(s) is/are elected and qualified is:

**Ben Joannou, Sr.**  
10155 SW 124 Ave.  
Miami, FL 33186

**Crystal Joannou**  
7900 SW 126 Terrace  
Pinecrest, FL 33156

**Jacques Gurdjian**  
8050 S.W. 157 Street  
Miami, FL 33157

**Mitchell Gurdjian**  
8000 S.W. 157 Street  
Miami, FL 33157

H23000021408

**ARTICLE VI**  
**REGISTERED OFFICE and INITIAL REGISTERED AGENT**

The name and street address of the registered agent of the Corporation is **Ben Joannou, Sr.**, located at 11925 S.W. 128<sup>th</sup> Street, Miami, Florida 33186.

**ARTICLE VII**  
**LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws and Shareholders Agreement of the Corporation may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**ARTICLE X**  
**BYLAWS**

The Board shall have the power to adopt the Bylaws of the Corporation. The Bylaws of the Corporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law. Certain material transactions of the Corporation, set forth in the Bylaws of the Corporation, shall require approval of the shareholders of the Corporation.

H23000021408

**ARTICLE XI**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

\* \* \* \* \*

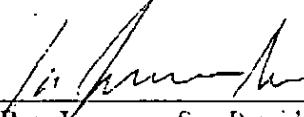
C. The foregoing amendment to and restatement of the Original Articles of the Corporation has been duly and unanimously approved by vote of the Board of Directors of the Corporation and the shareholders of the Corporation in accordance with Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, as evidenced by Joint Written Consent of the Board of Directors and All of the Shareholders of the Corporation dated January 17, 2023. The number of votes cast in favor of the amendment to and restatement by the shareholders of the Corporation was sufficient for approval.

D. This Amended and Restated Articles of Incorporation, which restates in its entirety the provisions of the Corporation's Original Articles, has been duly adopted in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act.

*{Remainder of page intentionally blank. Signature page follows.}*

H23000021408

**THE UNDERSIGNED**, being the President of the Corporation, has made and signed this Amended and Restated Articles of Incorporation this 18<sup>th</sup> day of January, 2023, and declares under perjury under the laws of the State of Florida that the statements contained herein as true and correct of his knowledge.

  
\_\_\_\_\_, *President*  
Ben Joannou, Sr., President