

P030000C3/68

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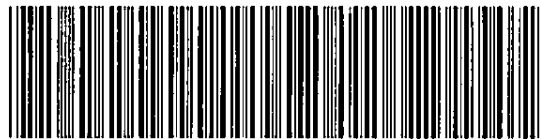
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2025 APR 17 PM 6:00

CLERK OF COURT
COURT REPORTER

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2025

ERIN RACITI
2900 N. UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

SUBJECT: AMERA 2800, INC.
Ref. Number: P03000003168

We have received your document for AMERA 2800, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

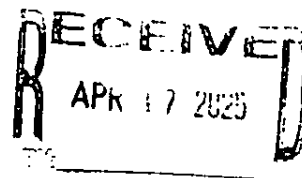
PLEASE CHOOSE ONLY ONE DOCUMENT TO BE FILE. ✓

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: 925A00006620



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Amera 2800, Inc.

DOCUMENT NUMBER: P03000003168

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Erin Raciti
Name of Contact Person
Amera 2800, Inc.
Firm/ Company
2900 N. University Drive
Address
Coral Springs, FL 33065
City/ State and Zip Code
eraciti@ameracorporation.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Raciti at (954) 753-9500
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2025 APR 17 PM 6:00

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Articles of Amendment
to
Articles of Incorporation
of

Amera 2800, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000003168

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)**

2900 N. University Drive

Coral Springs, FL 33065

**C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)**

2900 N. University Drive

Coral Springs, FL 33065

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: 2900 N. University Drive, Coral Springs, FL 33065, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☒ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Articles: (SEE ATTACHED)

IV, XI, XII, XIV and XV -- Revised

V, VI and VII -- Replaced

XVI - XXII -- Added

F. 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:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: January 2, 2025, if other than the date this document was signed.

Effective date if applicable: January 2, 2025
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

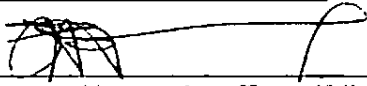
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 Shareholder
(voting group)"

Dated January 2, 2025

Signature


(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gisele Rahael

(Typed or printed name of person signing)

Director, Sole Shareholder and President

(Title of person signing)

FILED
2025 APR 17 PM 6:00
DEPT. OF STATE
CLASSIFICATION

**ARTICLES OF INCORPORATION
OF
AMERA 2800, INC.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes, Amera 2800, Inc., a Florida for profit Corporation, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation shall be:

AMERA 2800, INC.
(hereinafter, "Corporation".)

ARTICLE II – CORPORATE PURPOSE

The purpose for which the Corporation is organized is (A) being the General (hereafter the "General Partner") of Coral Springs Trade Center, Ltd., a Florida limited partnership (hereafter "LTD"), (B) acting as, and exercising all of the authority of, the General Partner of LTD, and (C) transacting any and all lawful business for which a corporation may be organized under the laws of the United States and the State of Florida.

ARTICLE III – CORPORATE POWERS

The Corporation shall have all powers now and hereafter granted to corporations for profit under the laws of the United States and the State of Florida.

ARTICLE IV – PROHIBITED ACTIONS

The Corporation is prohibited from incurring indebtedness, except as it is liable for LTD's indebtedness in its capacity as General Partner of LTD.

ARTICLE V – OFFICERS

The Officers of the Corporation shall be:

President: Gisele Rahael
Vice President: Michael Rahael
Vice President: Pauline Rahael
Secretary: Pauline Rahael

2025 APR 17 PM 6:00

CLERK OF DISTRICT COURT
JANUARY 17, 2025

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ARTICLE VI – PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

2900 N. University Drive
Coral Springs, Florida 33065

ARTICLE VII – CORPORATE CAPITALIZATION

1. The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,200 shares of the par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor, or services at a just valuation. Property, labor or services may be purchased or paid for with the capital stock at a just valuation.
2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
5. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
6. The Board of Director(s) of the Corporation may, by the Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII – MANAGEMENT BY DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The number of directors shall be set forth in the By-Laws, and if not therein established there shall be one (1) director. The name and post office address of the current sole member of the Board of Directors of the Corporation, who shall hold office until his/her successor is elected and qualified, is as follows:

Gisele Rahael
2900 N. University Drive
Coral Springs, Florida 33065

ARTICLE IX – UNANIMOUS CONSENT OF DIRECTORS

The unanimous consent of all of the directors is required for the Corporation to, and for the Corporation to cause LTD to:

- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian, or any similar official for the Corporation or LTD or a substantial portion of either of their properties;
- c. Make any assignment for the benefit of creditors of the Corporation or LTD; or
- d. Take any action in furtherance of the foregoing.

ARTICLE X – INCORPORATOR

The name and street address of the incorporator to these Amended and Restated Articles of Incorporation is:

Gisele Rahael
2900 N. University Drive
Coral Springs, Florida 33065

ARTICLE XI – SEPARATENESS COVENANTS

The Corporation shall at all times comply with, and shall cause LTD to comply with, the following covenants:

- a. To maintain books and records separate from any other person or entity;
- b. To maintain its bank accounts separate from any other person or entity;
- c. Not to commingle its assets with those of any other person or entity and to hold all of its assets in its own name;
- d. To conduct business in its own name;
- e. To maintain separate financial statements;
- f. To file its tax returns separate from those of any other entity;
- g. Not to guarantee or to become obligated for the debts of any other entity or person (except to the extent it is liable for LTD's obligations due to its capacity as General Partner);
- h. Not to pledge its assets for the benefit of any other person or entity;
- i. To hold itself out as a separate entity.

ARTICLE XII – INDEMNIFICATION

The Corporation shall indemnify any officer, director, incorporator, or stockholder, or any former officer, director, or stockholder, to the fullest extent permitted by law.

ARTICLE XIII – 1244 STOCK

The capital stock of the Corporation shall be offered and sold under the provisions of Section 1244 of the Internal Revenue Code of the United States (to be known as Section 1244 Stock).

ARTICLE XIV – AMENDMENTS TO ARTICLES

These Amended and Restated Articles of Incorporation may be amended in the manner allowed by law.

ARTICLE XV – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XVI – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XVII – REGISTERED AGENT AND ADDRESS

The name and address of the current registered agent is:

Gisele Rahael
2900 N. University Drive
Coral Springs, Florida 33065

ARTICLE XVIII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XIX – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any

equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XX – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XXI – EFFECTIVE DATE

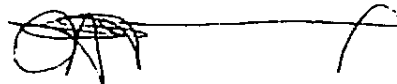
The Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XXII – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The amendments were approved by the Director and the Sole Shareholder of the Corporation on January 2, 2025, and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 2nd day of January, 2025

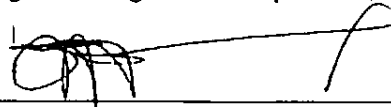


GISELE RAHAEL, Director, Sole
Shareholder and President

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2025 APR 17 PM 6:00
CLERK OF DISTRICT COURT

ACCEPTANCE

I, Gisele Rahael, whose address is 2900 N. University Drive, Coral Springs, Florida 33065, am familiar with and do hereby ratify my prior appointment as Registered Agent for Corporation, this 2nd day of January, 2025

A handwritten signature in black ink, appearing to be 'Gisele Rahael', written over a horizontal line.

GISELE RAHAEL
Registered Agent