

2/10/2020

Division of Corporations

Florida Department of State

Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE CLOSING COMPANY, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CLOSING COMPANY, INC.**

The undersigned, hereby amends and restates its Articles of Incorporation, under the provisions of Section 607.1006, Florida Statutes, originally filed on April 26, 2004, as amended on July 19, 2004.

**ARTICLE I. NAME**

The name of the Corporation is:

**THE CLOSING COMPANY, INC.**

and the principal place of business is:

9425 Sunset Drive, Suite 124  
Miami, FL 33173

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**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation commenced on the date of filing of the original Articles of Incorporation.

**ARTICLE III. PURPOSE**

This Corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

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**ARTICLE IV. CORPORATE CAPITALIZATION**

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT (\$.01).

4.2 There are currently 1,000.00 shares of common stock of the Corporation issued and outstanding. No additional shares can be issued without the unanimous approval by the Members of the Board of Directors.

4.3 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.

4.4 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.5 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.

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**ARTICLE V. REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 8442 SW 102 Court Miami FL 33173, and the name of the Corporation's registered agent at that address is Martyn Verster.

**ARTICLE VI. BOARD OF DIRECTORS**

As long as that certain Secured Promissory Note dated February 5, 2020 is outstanding, the number of directors shall be fixed at two (2). Martyn Verster, or successors that are elected by him, shall be one of the Members of the Board of Directors. The names and street addresses of the present directors are:

**Johanna Merino Gutierrez**  
9425 Sunset Drive, Suite 124  
Miami, FL 33173

**Martyn Verster**  
8442 SW 102 Court  
Miami FL 33173

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**ARTICLE VII. OFFICERS**

The following shall be the officers of the Corporation, to serve until their earlier resignation or removal from office:

Johanna Merino Gutierrez      President, Secretary & Treasurer

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**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on stockholders of Common Stock are subject to this reservation. Every amendment shall be unanimously approved by the board of directors, proposed by them to the stockholders of Common Stock, and approved at a stockholders' meeting by the holders of a majority of the shares of Common Stock entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE IXI. APPROVAL**

The within Amended and Restated Articles of Incorporation contains amendments which require Board of Director and Stockholder approval. The number of votes cast for this Amended and Restated Articles of Incorporation by the Board of Directors and the Stockholders was sufficient for approval.


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The within Amended and Restated Articles of Incorporation of the Corporation was approved and adopted by means of a written consent of the Stockholders and the Board of Directors of the Corporation, dated February 6, 2020.

IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this 6 day of February, 2020.



\_\_\_\_\_

Martyn Verster, Director

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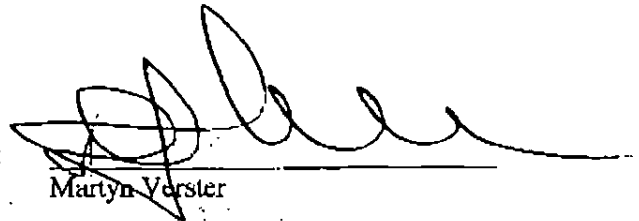
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent of THE CLOSING COMPANY, INC. in the foregoing Articles of Incorporation, MARTYN VERSTER, ESQ., hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

By:

  
Martyn Verster

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CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE CLOSING COMPANY, INC.

THE CLOSING COMPANY, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is THE CLOSING COMPANY, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions that restrict issuance of additional shares without the unanimous approval by the Members of the Board of Directors..
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the shareholders of the Corporation, by the unanimous written consent of the sole shareholder of the Corporation dated February 6, 2020, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of February 11, 2020.

**THE CLOSING COMPANY, INC.**

By:   
 Name: Martyn Verster  
 Title: Director

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