

G79686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

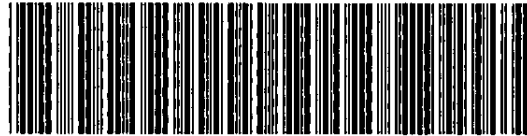
(Business Entity Name)

(Document Number)

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JUN 8 2012
G. MUSTAIN

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12 JUN -7 PM 3:03
TALLAHASSEE, FLORIDA

Handwritten signature

LAW OFFICES
WARCHOL, MERCHANT & ROLLINGS, LLP

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
MARK HOROWITZ, P.A.
CHARLES C. JONES II, PA
KATHARYN OWEN

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CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910

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SENDER'S E-MAIL: JONES@WMRLAWOFFICE.COM

May 17, 2012

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle, West
Tallahassee, Florida 32301

Re: Articles of Incorporation, VENETIAN POOLS AND SPAS, INC.

Dear Secretary:

Enclosed, please find Amended and Restated Articles of Incorporation of **VENETIAN POOLS AND SPAS, INC.**. The appropriate filing fee in the amount of \$35.00 is enclosed. Upon receipt, please file accordingly.

We appreciate your assistance in this regard. Please feel free to contact me should you have any questions.

Sincerely,



Charles C. Jones II, Esquire

CCJ.dt
Enclosure (as stated)

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SENDER'S E-MAIL: JONES@WMRLAWOFFICE.COM

June 5, 2012

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle, West
Tallahassee, Florida 32301

Re: Articles of Incorporation, VENETIAN POOLS AND SPAS INC

Dear Secretary:

Enclosed, please find Amended and Restated Articles of Incorporation of **VENETIAN POOLS AND SPAS INC**. The appropriate filing fee in the amount of \$35.00 is enclosed. Upon receipt, please file accordingly.

↑ you have on hold at 6/5/12

We appreciate your assistance in this regard. Please feel free to contact me should you have any questions.

Sincerely,

Charles C. Jones II, Esquire, CP

Charles C. Jones II, Esquire

*Signed in absence
to avoid delay*

CCJ:dt

Enclosure (as stated)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
JUN 10 2012

2012 JUN -7 AM 10:00

NOTED
JUN 10 2012
SUFFICIENCY OF FILING



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 31, 2012

CHARLES C. JONES, II
P.O. BOX 100767
CAPE CORAL, FL 33910

SUBJECT: VENETIAN POOLS AND SPAS INC
Ref. Number: G79686

We have received your document for VENETIAN POOLS AND SPAS 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):

The current name of the entity is as referenced above. Please correct your document accordingly.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 412A00015642

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENETIAN POOLS AND SPAS INC**

VENETIAN POOLS AND SPAS INC ("Corporation"), a Corporation duly organized and existing under the Laws of the State of Florida, which filed its initial Articles of Incorporation on January 20, 1984 with the Document Number G79686, in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby, by and through the undersigned, its President and Secretary, submit these Articles and in connection therewith states as follows:

1. These Articles have been adopted and approved in connection with an Amendment by the Board of Directors pursuant to Section 607.1002, Florida Statutes. The Resolution approving the Amendment was adopted and approved by the Board of Directors of the Corporation on May 1, 2012, without Shareholder action. Shareholder action was not required on the authority of and pursuant to Section 607.1002 Florida Statutes.
2. This Amendment to the Articles of Incorporation amending and restating the same, being effectuated hereby does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of stock.

ARTICLE I

NAME

The name of the Corporation shall be: VENETIAN POOLS AND SPAS INC

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12 JUN -7 PM 3:08
TALLAHASSEE, FLORIDA

ARTICLE II
PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business address:

4519 SE 16th Place, Suite 101
Cape Coral, Florida 33904

The mailing address of the corporation:

4519 SE 16th Place, Suite 101
Cape Coral, Florida 33904

ARTICLE III
PURPOSE

This Corporation is being organized for the purpose of sales and engaging in the transaction of any and all lawful business activities permitted under the Laws of the State of Florida in the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares of capital stock with \$1.00 par value.

ARTICLE V
PRINCIPAL OFFICE & REGISTERED AGENT

The Address of this Corporation's principal office and the address of this Corporation's registered office shall be:

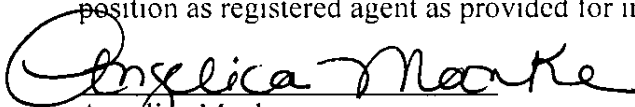
4519 SE 16th Place, Suite 101, Cape Coral, Florida 33904

The name of the individual who shall serve as this Corporation's initial Registered Agent at that address shall be:

Angelica Manke

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Angelica Manke

ARTICLE VI
OFFICER/ DIRECTOR

The officers and or directors of the corporation are:

Angelica Manke, President and Director
4519 SE 16th Place, Suite 101
Cape Coral, Florida 33904

ARTICLE VII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE IIX

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be

deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE IX

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE X

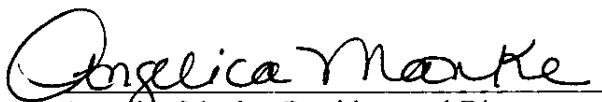
The shareholders of this corporation desire to elect sub "S" treatment by the Internal Revenue Service and any shareholder agrees to such election.

ARTICLE XI

A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such

transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at 4:30PM, this 5th day of June, 2012.


Angelica Manke, President and Director