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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**CHINESE CAFES OF AMERICA, INC.**

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*Amended  
 &  
 Restated*

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ARTICLES OF RESTATEMENT  
OF  
CHINESE CAFES OF AMERICA, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: CHINESE CAFES OF AMERICA, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: CHINESE CAFES OF AMERICA, INC.
2. The date of filing of the Corporation's original articles of incorporation was January 6, 1988, and its Document Number is K11335.
3. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the board of directors of the Corporation, were duly adopted by the shareholders of the Corporation on November 19, 2019.

Executed as of the 19<sup>th</sup> day of November, 2019.

CHINESE CAFES OF AMERICA, INC., a  
Florida corporation

By: Hoi-Sang Yeung  
Name: Hoi-Sang Yeung  
Title: President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CHINESE CAFES OF AMERICA, INC.**

*(A Florida For Profit Corporation)*

*Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Chinese Cafes of America, Inc. are hereby amended and restated in their entirety to read as follows:*

**ARTICLE 1**

**NAME**

The name of the Corporation is Chinese Cafes of America, Inc. (the "Corporation").

**ARTICLE 2**

**DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSE**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Corporation is 4531 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146.

**ARTICLE 5**

**CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of capital stock, par value one dollar (\$0.10) per share. One Thousand (1,000) shares shall be designated as Class A Voting Common Stock and Nine Thousand (9,000) shares shall be designated as Class B Non-Voting Common Stock. All outstanding shares of Voting Common Stock and Non-Voting Common Stock shall confer identical rights to distribution and liquidation proceeds. To the maximum extent allowed by law, only Voting Common Stock shall have voting rights as to all matters submitted to a vote by the Stockholders.

**ARTICLE 6**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 4531 Ponce De Leon Boulevard, Suite 300, Coral Gables, Florida 33146, and the name of the initial registered agent of the Corporation at that address is Hing-Yu Yeung.

**ARTICLE 7  
DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The directors of the Corporation at the time of the filing of these Amended and Restated Articles of Incorporation are:

Hoi-Sang Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Hing-Yu Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Sei-Yan Susanna Lau  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Nita Y. Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

**ARTICLE 8  
OFFICERS**

The manner in which the officers are elected or appointed shall be as provided in the Bylaws. The initial officers of the Corporation are as follows:

President: Hoi-Sang Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Vice President: Nita Y. Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Vice President: Sei-Yan Susanna Lau  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

Secretary: Hing-Yu Yeung  
4531 Ponce De Leon Boulevard, Suite 300  
Coral Gables, Florida 33146

**ARTICLE 9  
INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently

Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE 10 BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

#### ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 19<sup>th</sup> day of November, 2019.

CHINESE CAFES OF AMERICA, INC., a Florida corporation

By: 

Name: Hoi-Sang Yeung

Title: President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, Hing-Yu Yeung hereby accepts the appointment as registered agent and agrees to act in this capacity. Hing-Yu Yeung further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.

  
HING-YU YEUNG

Dated: November 19, 2019