

5/6/2020

Division of Corporations

M1013

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN WATERWAY CAFE, INC.

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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WATERWAY CAFE INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☒ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Thomas M. Stanley, Esq.

Name (Printed or typed)

29 NE 4th Avenue

Address

Delray Beach, FL 33483

City, State & Zip

(561) 276-6363

Daytime Telephone number

tom@macmillanstanley.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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ARTICLES OF RESTATEMENT
OF
WATERWAY CAFE, 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: **WATERWAY CAFE, INC.**
2. The original Articles of Incorporation were filed on June 20, 1985, and assigned Florida document number is M17013.
3. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

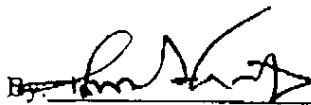
CERTIFICATE

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: **WATERWAY CAFE, INC.**
2. 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 unanimous written consent of the shareholders of the Corporation as of May 4, 2020. The number of votes cast for such Articles of Amendment to the Articles of Incorporation by the shareholders was sufficient for approval.

Executed as of the 4th day of May 2020.

WATERWAY CAFE, INC.


By: _____

Thomas A. Smith, President

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SECRETARY
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERWAY CAFE, INC.**

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of WATERWAY CAFE, INC., as amended to date, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be WATERWAY CAFE, INC. (the "Corporation") and its place of business and mailing address shall be at 96 NE 4th Ave, Delray Beach, Florida 33483.

**ARTICLE II
PURPOSE**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Act as it now exists or may hereafter be amended or supplemented.

**ARTICLE III
EXISTENCE**

The term for which this Corporation shall exist shall be perpetual. The fiscal year of the corporation shall be from January 1st to December 31st of each year.

**ARTICLE IV
POWERS**

This corporation shall have all powers conferred by the laws of Florida on corporations.

**ARTICLE V
OFFICERS AND/OR DIRECTORS**

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:

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Name:	Title	Address
Remove: Jefferson Vander Wolk	PD	2801 N. Ocean Blvd, Gulf Stream, FL 33483
Add: Thomas A. Smith, President and Treasurer		96 NE 4th Ave, Delray Beach, Florida 33483
Add: Edith Stevenson, Vice President and Secretary		96 NE 4th Ave, Delray Beach, Florida 33483

ARTICLE VI CAPITAL STOCK

This corporation is authorized to issue **100 shares of common voting stock**. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VII SHAREHOLDERS' RIGHTS

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

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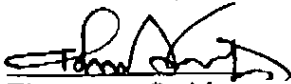
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TALLAHASSEE FLORIDA

**ARTICLE VIII
AMENDED REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is:

**Thomas A. Smith
96 NE 4th Avenue
Delray Beach, FL 33483**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



**Thomas A. Smith
Registered Agent**

Date: May 4, 2020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX:
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

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 attorneys' 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 X ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document.

ARTICLE XI REQUIRED ADOPTION INFORMATION

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

The amendment(s) was adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

ARTICLE XII EFFECTIVE DATE

Effective date is the date of filing.

In witness of the foregoing, the undersigned has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer as of this 4th day of May 2020.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

WATERWAY CAFE, INC.



Thomas A. Smith, President

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