

M97474

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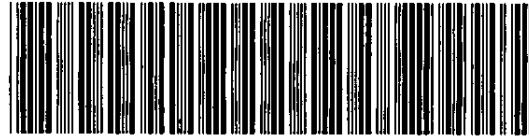
(Business Entity Name)

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DIVISION OF CORPORATIONS
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C. LEWIS
AUG 5 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Jasmine Thai & Chinese Restaurant, Inc.

DOCUMENT NUMBER: M97474

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

Please return all correspondence concerning this matter to the following:

Peter Hongnophkun

Name of Contact Person

Jasmine Thai & Chinese Restaurant, Inc.

Firm/ Company

1785 N State Road 7

Address

Margate, Florida 33063

City/ State and Zip Code

peter@jasminethaisushi.com

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

For further information concerning this matter, please call:

Jared Kelly

Name of Contact Person

at (202) 550-4683

Area Code & Daytime Telephone Number

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF JASMINE THAI & CHINESE RESTAURANT, INC.**

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Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Directors of **Jasmine Thai & Chinese Restaurant, Inc.** (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida, Document Number M97474.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on April 16, 2014. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Jasmine Thai & Chinese Restaurant, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1785 North State Road 7
Margate, Florida 33063

ARTICLE V CAPITAL STOCK

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares, of which:

(i) One Hundred (100) shares shall be designated Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Nine Hundred (900) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 1785 North State Road 7, Margate, Florida 33063. The name of the Corporation's registered agent at that office is: Preecha Hongnophkun.

ARTICLE VII DIRECTORS

The directors of the Corporation shall be Preecha Hongnophkun, President; Christine Kelly, Vice President; and Benjamin Hongnophkun, Secretary.

ARTICLE VIII OWNERS

The distribution of ownership shall be governed and determined by the Shareholder Agreement and any amendments thereto.

ARTICLE IX CORPORATE STRUCTURE

The Corporation has elected to operate and be taxed as an S-Corporation.

**ARTICLE X
AFFILIATED TRANSACTIONS**

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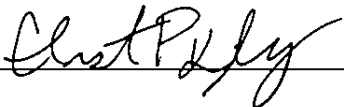
The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

THIRD: The foregoing amendments were adopted by all of the Directors and the majority holders of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on April 16, 2014. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 16th day of April, 2014.



Christine P. Kelly, Vice President