

PO1000000804

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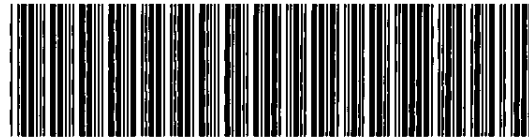
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*Amended And
Restated Act*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC 30 PM 4:38

FILED

1-1-12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SAN MIGUEL PROPERTY CORP.

DOCUMENT NUMBER: P01000000804

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

Please return all correspondence concerning this matter to the following:

MANUEL PEREZ, ESQ.

Name of Contact Person

HARPER MEYER PEREZ HAGEN O'CONNOR ALBERT & DRIBIN LLP

Firm/ Company

201 S. BISCAYNE BLVD. SUITE 800

Address

MIAMI, FLORIDA 33131

City/ State and Zip Code

MPEREZ@HARPERMEYER.COM

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

For further information concerning this matter, please call:

MANUEL PEREZ, ESQ.

Name of Contact Person

at (305) 577-3443

Area Code & Daytime Telephone Number

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

enclosed)

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is

(Additional Copy

☐ \$52.50 Filing Fee
Certificate of Status
Certified 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
SAN MIGUEL PROPERTY CORP.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1007 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of SAN MIGUEL PROPERTY CORP., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on January 3, 2001, (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Written Consent in Lieu of a Special Meeting of the Board of Directors and shareholders of the Corporation on December 21, 2011.

ARTICLE I. NAME

The name of the corporation is SAN MIGUEL PROPERTY CORP. (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

9400 S. Dadeland Blvd.
Suite 601
Miami, Florida 33156

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLES IV. DIRECTORS AND OFFICERS

The names and addresses of the director and officers of the Corporation are:

<u>Name</u>	<u>Office/Position</u>	<u>Address</u>
Manuel Rodriguez	Director, President	9400 S. Dadeland Blvd. Suite 601 Miami, Florida 33156

Secundina Freitas de Rodriguez	Director, Secretary	9400 S. Dadeland Blvd. Suite 601 Miami, Florida 33156
Benito Rodriguez Freitas	Director, Vice- President and Treasurer	9400 S. Dadeland Blvd. Suite 601 Miami, Florida 33156

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Law Center of the Americas, LLC.

ARTICLE VII. BYLAWS

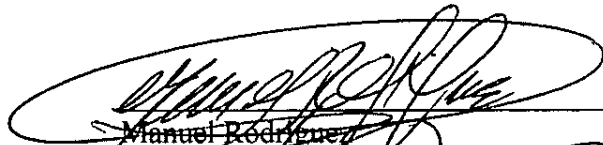
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not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

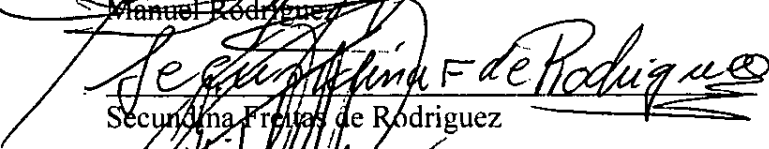
ARTICLE VIII. AMENDMENTS

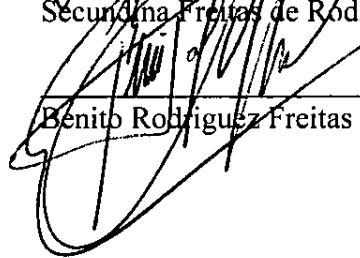
The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 21 day of December, 2011.

DIRECTORS:


Manuel Rodriguez

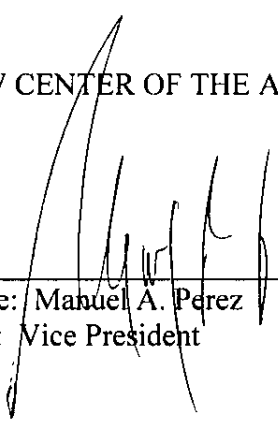

Secundina Freitas de Rodriguez


Benito Rodriguez Freitas

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for SAN MIGUEL PROPERTY CORP. to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21 day of December, 2011.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Manuel A. Perez
Title: Vice President

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