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Division of Corporations

# Florida Department of State

## Division of Corporations

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN

### PUEBLITO VIEJO #2, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****PUEBLITO VIEJO #2, INC.**

Pursuant to the provisions of Florida Statutes Sections 607.1001, 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of PUEBLITO VIEJO #2, INC., a corporation duly organized and existing under the laws of the State of Florida as filed on August 20, 2001 and assigned document number P01000081902, and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the sole shareholder and board of directors on April 25, 2022. The number of votes cast for the amendment by the sole shareholder was sufficient for approval. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation, as previously amended, in their entirety:

**ARTICLE I - NAME**

The name of this corporation is: **PUEBLITO VIEJO #2, INC.** (the "Corporation").

**ARTICLE II - TERM OF EXISTENCE**

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - AUTHORIZED SHARES**

The number of shares the Corporation is authorized to issue is ten thousand (10,000), all of which have \$0.001 par value per share. One hundred (100) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and nine thousand nine hundred (9,900) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock." The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the shareholders of the Corporation, except when otherwise required by the Florida Business Corporation Act, as amended.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which such shareholder already holds, shall have the right to purchase

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such shareholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE VI - PRINCIPAL OFFICE AND RESIDENT AGENT**

The address of the principal office and the street address, in this state, of this Corporation is: 1 Century Lane, Unit 203, Miami Beach, Florida 33139, and the address of the registered agent of this Corporation is:

JROMONEY LLC  
1 Century Lane, Unit 203  
Miami Beach, Florida 33139

#### **ARTICLE VII - DIRECTORS AND OFFICERS**

This Corporation shall have at least one (1) director with the exact number of Directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the Corporation be managed by the shareholders. The names and post office address of the officers and directors of this Corporation, who shall hold office until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Gloria Echeverri (f/k/a Gloria Rodriguez)	President, Secretary, and Director	1 Century Lane, Unit 203 Miami Beach, Florida 33139
Gonzalo Rodriguez	Vice-President	1 Century Lane, Unit 203 Miami Beach, Florida 33139
Jeffrey Rodriguez	Vice-President	1 Century Lane, Unit 203 Miami Beach, Florida 33139
Sandra Zojaji	Vice-President	1 Century Lane, Unit 203 Miami Beach, Florida 33139
Kathy Rodriguez	Vice-President	1 Century Lane, Unit 203 Miami Beach, Florida 33139

All of the said Directors and Officers are of full age and are citizens of the United States.

#### **ARTICLE VIII - INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation, to the full extent permitted by law, against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon such person in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which such person is or shall be made a party by reason of being or having been a Director or Officer of

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the Corporation (whether or not such person is a Director or Officer of the Corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of such person's duties as such Director or Officer or to the extent otherwise prohibited by law. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### **ARTICLE IX - DISCLOSURE**

No contract or other transaction between this Corporation and any other entity, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other entity. Any Director individually, or any entity of which any Director may be a member, shareholder, partner or other equity holder, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that such Director or such other entity is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of this Corporation who is also a director or officer of such other entity and who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation.

#### **ARTICLE X - BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose or by written consent of a majority vote of the shareholders, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by the shareholders of the Corporation.

#### **ARTICLE XI - AMENDMENTS**

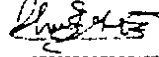
An amendment to these Amended and Restated Articles of Incorporation may be proposed by any shareholder of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

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**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on this 25th day of April, 2022.

DocuSigned by:  
  
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Gloria Echeverri (f/k/a Gloria Rodriguez), President

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