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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tizzoni Cuisine, Inc.

DOCUMENT NUMBER: P01000115525

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

Please return all correspondence concerning this matter to the following:

Eric W. Sulzberger

Name of Contact Person

Law Offices Sulzberger & Sulzberger

Firm/ Company

1090 Kane Concourse, Suite 201

Address

Bay Harbor Islands, FL 33154

City/ State and Zip Code

eric@sulzbergerlaw.com

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

For further information concerning this matter, please call:

Eric W. Sulzberger

at (305) 865-8631

Name of Contact Person

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

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

☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2023

ERIC W SULZBERGER
1090 KANE CONCOURSE
SUITE 201
BAY HARBOR ISLANDS, FL 33154

SUBJECT: TIZZONI CUCINE, INC.
Ref. Number: P01000115525

We have received your document for TIZZONI CUCINE, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be ~~considered abandoned~~.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 723A00000585

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TIZZONI CUCINE, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the sole Director and the sole shareholder of **Tizzoni Cucine, 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 on December 12, 2001, Document No. P01000115525.

SECOND: The foregoing amendments were adopted on September 13, 2022 by the sole Director and the holders of all of the stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of Articles of Incorporation is hereby amended and restated as set forth in full and shall supersede the Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is Tizzoni Cucine, Inc.

**ARTICLE II
PURPOSE**

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

**ARTICLE III
DURATION**

The term of existence of the Corporation is perpetual.

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TALLAHASSEE, FL

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 2798 SW 32nd Avenue, Pembroke Park, FL 33023.

ARTICLE V CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock, consisting of the following:

- (i) Twenty-Five Hundred (2500) shares designated as Class A Voting Common Stock, \$1.00 par value per share (the "*Voting Stock*");
- (ii) Sixty-Four Hundred (6400) shares designated as Class B Non-Voting Common Stock, \$1.00 per value per share the ("*Non-Voting Stock*");
- (iii) Eleven Hundred (1100) shares designated as Class B Convertible Common Stock, \$1.00 par value per share (the "*Convertible Stock*", and together with the Voting Stock and the Non-Voting Stock, the "*Common Stock*"), which shall be non-voting common stock, convertible to Voting Stock pursuant to the Bylaws of the Corporation (and any shareholders agreement among the holders of the Common Stock).

All of the shares of Common Stock shall have the same powers, rights, preferences, qualifications, limitations and restrictions, except as set forth herein and in the Bylaws (and in any shareholders agreement among the holders of the Common Stock). The holders of Non-Voting Stock will not have any voting rights (except as may otherwise from time to time be required by law). The holders of Convertible Stock will also not have any voting rights (except as may otherwise from time to time be required by law) (unless and until conversion). The holders of Voting Stock shall have and possess exclusive voting power and rights for the election of directors and for all other purposes, with each share of Voting Stock being entitled to one (1) vote. The Convertible Stock shall be convertible into Voting Stock, as specified in the Bylaws of the Corporation and any shareholders agreement among the holders of the Common Stock.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 2798 SW 32nd Avenue, Pembroke Park, FL 22023. The name of the Corporation's registered agent at that office is: Salvatore Tizzoni.

**ARTICLE VII
INITIAL DIRECTORS**

All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, each of whose members shall have the qualifications, if any, set forth in the Bylaws, and who need not be residents of the State of Florida. The Corporation shall initially have one director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

The name and address of the initial Director and President is Salvatore Tizzoni, at 2798 SW 32nd Avenue, Pembroke Park, FL 22023.

**ARTICLE VIII
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.

[Remainder of Page Intentionally Left Blank. Signature Appears on the Following Page.]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of September, 2022.

TIZZONI CUCINE, INC.

By: 

Salvatore Tizzoni
Director and President