

P03000002200

Florida Department of State
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September 19, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Morgan E Lovett
Regulatory Specialist II

FAX Aud. #: B24000178240
Letter Number: 824A00010923

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF

GBS Group, Inc

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **GBS Group, Inc.** (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE & MAILING ADDRESS

The address of the principal office and mailing address of this Corporation is:

7971 Riviera Blvd Suite 204
Miramar, FL 33023

ARTICLE 4 - OFFICERS / DIRECTORS

The Officers of the Corporation shall be:

Position	Name	Address
President / Director	Jorge Fernandez	7971 Riviera Blvd Ste. 204 Miramar, FL 33023
Vice-President / Director	Jorge E Fernandez	7971 Riviera Blvd Ste. 204 Miramar, FL 33023
Secretary / Director	Maria A. Diaz	7971 Riviera Blvd Ste. 204 Miramar, FL 33023

ARTICLE 5 - CORPORATE CAPITALIZATION & ISSUED SHARES

7.1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is One-Hundred Thousand (100,000) shares of common stock, each share having the par value of one hundredth of a dollar (\$0.01).

7.2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

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7.4. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5. The Board of Director(s) of the Corporation may authorize the Issuance from time to time of its stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term of conditions of redemption of the stock.

ARTICLE 6 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED AGENT

The name and address of the registered agent of this Corporation is:

ezCompliance, LLC
7971 Riviera Blvd, Suite 204
Miramar FL. 33023.

ARTICLE 11 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 13 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation *may* indemnify an *individual* made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee, or agent of the Corporation, as the case maybe, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation *would* have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee"

and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE 14 - ARTICLE CONSOLIDATION

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

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be the 17th of May 2024.

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.

Dated: 05/17/2024

Signature: _____



Jorge Fernandez

President / Director