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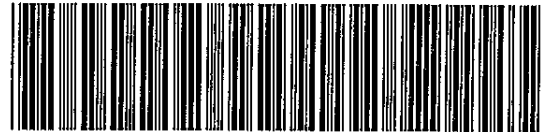
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03 OCT 13 PM 2:55
TALLAHASSEE, FLORIDA

OLGA BUSTO VELASCO

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October 2, 2003

Secretary of State
Divisions of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

FILED
OCT 13 PM 2:55
TALLAHASSEE, FLORIDA

RE: CIM Software, Inc. k/n/a HomeXperts, Inc.
Document No: P96000097910

To Whom It May Concern:

Enclosed please find the original Amended and Restated Articles of Incorporation of CIM Software, Inc. k/n/a HomeXperts, Inc. Also enclosed is check number #5433 in the amount of \$43.75 for the filing fee and for a certified copy of the Amended and Restated Articles. Please file the same and provide us with a certified copy.

Thank you in advanced for your prompt attention to this matter.

Sincerely



OLGA BUSTO VELASCO

Enc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**CIM SOFTWARE, INC.
(n/k/a HomeXperts, Inc.)**

FILED
03 OCT 13 PM 2:55
TALLAHASSEE, FLORIDA

The undersigned Manuel J. Iraola, being President of CIM Software, Inc., a Florida corporation (the "Corporation"), hereby states on behalf of the Corporation as follows:

1. The Corporation was incorporated on February 26, 2003, the date in which the Articles of Incorporation were filed with the Secretary of State for the State of Florida under document number P03000023111.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE 1 - NAME

The name of the Corporation has changed from CIM Software, Inc. and the new name of the Corporation is **HomeXperts, Inc.**

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

The address of the principal office of this Corporation is 11767 Southwest 93rd Terrace, Miami, Florida 33176 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Robert Villena whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 – OFFICERS

The Officers of the Corporation shall be:

President:	Manuel J. Iraola
Vice-President:	Jose A. Villena
Vice-President:	Mario Villena
Vice-President:	Robert Villena
Secretary:	Robert Villena
Treasurer:	Robert Villena

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Directors of the Corporation shall be:

Manuel J. Iraola
Jose A. Villena
Mario Villena
Robert Villena

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time to is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares 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.

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 shares 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 Amended and 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 or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of 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, and any amendments thereto are on file at the principal office of the Corporation.

ARTICLE 9 - 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 Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - 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 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at 11767 Southwest 93rd Terrace, Miami, Florida 33176. The name and address of the registered agent of this Corporation is Robert Villena, 11767 Southwest 93rd Terrace, Miami, Florida 33176.

ARTICLE 13 - 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 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15- 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 16 - AMENDED AND RESTATED ARTICLES OF INCORPORATION

The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Shareholders and Board of Directors of the Corporation, dated September 26, 2003. Such Consent was signed by the holders of all of the outstanding shares of capital stock of the Corporation and was sufficient for the approval of the amendment and restatement. Such amendment and restatement of the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and any amendments to them.

Sep 19 03 07:28p

Joe Velasco

305-779-3074

P. 1

CIM Software Inc.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida on behalf of the Corporation, this 29th day of September 2003.



Manuel J. Iraola, President