

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305)632-1950
Fax Number : (305)854-9788

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: JuanCarlos@jcaelectrical.com, Alex@jcaelectrical.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
JC&A ELECTRICAL CONTRACTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amended
Restated

DEC 26 2019

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December 23, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JC&A ELECTRICAL CONTRACTORS, INC.
1901 N.W. 108 AVENUE
MIAMI, FL 33172

SUBJECT: JC&A ELECTRICAL CONTRACTORS, INC.
REF: P03000044712

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.

Article 1(one) refers to corporation as a Limited Liability Company when its a Profit Corporation.

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

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H19000342686
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2019 DEC 23

P.O BOX 6327 - Tallahassee, Florida 32314

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2019 DEC 23 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF RESOLUTIONS
UNANIMOUSLY ADOPTED BY THE BOARD
AND STOCKHOLDERS OF JC&A ELECTRICAL CONTRACTORS, INC.

The undersigned (the "Stockholders" and "Directors"), being the sole directors and stockholders of **JC&A ELECTRICAL CONTRACTORS, INC.**, a Florida corporation (the "Corporation"), hereby adopt the following resolutions:

RESOLVED, upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

President: JUAN CARLOS SAMADA.

Vice President: ALEXANDER SOTO.

Secretary: ALEXANDER SOTO.

Treasurer: ALEXANDER SOTO.

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed the duties of Secretary of the meeting.

The Secretary presented to the meeting proposed Restated Articles of Incorporation of the Corporation, dated December 20, 2019;

AND, upon motion duly made, seconded and unanimously carried, with the unanimous vote of the Stockholders and Directors, it was:

RESOLVED, that the Restated Articles of Incorporation of the Corporation, dated December 20, 2019, by reference made a part hereof are adopted for the Corporation.

AND, upon motion duly made, seconded and unanimously carried, it was

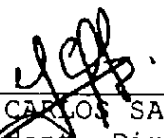
RESOLVED, that the President of the Corporation proceed to file the Restated Articles with the Florida Secretary of State.

There was presented to the meeting a specimen of a proposed certificate to represent the Shares of the Corporation. Upon motion duly made, seconded and unanimously carried, it was

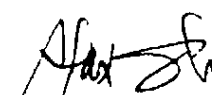
RESOLVED, that the specimen form of certificate which has been presented to this meeting be, and the same hereby is, approved and adopted as the certificate to represent the shares of the Corporation, and that the specimen certificate so presented to the meeting be annexed to the minutes thereof.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: December 20, 2019.



JUAN CARLOS SAMADA, Individually
President, Director-Stockholder



ALEXANDER SOTO, Individually
Vice President-Secretary-
Treasurer, Director-Stockholder

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TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H19000342686 3

**RESTATED ARTICLES OF INCORPORATION
JC&A ELECTRICAL CONTRACTORS, INC.**

ARTICLE I - Name and Initial Filing:

The name of the Florida corporation, filed and effective April 22, 2003, Document No. P03000044712, is and remains: **JC&A ELECTRICAL CONTRACTORS, INC.**, hereinafter designated the "Corporation."

ARTICLE II - Nature of Business and Purpose:

The Corporation was organized and exists to provide quality electrical contracting services, with all required licenses, and for all other lawful businesses.

ARTICLE III - Capital Stock:

The Corporation is authorized to issue twenty million (20,000,000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE IV - Current Stockholders, Directors and Officers:

As of the date of filing this Restated Articles of Organization with the Florida Secretary of State, the Stockholders of the Corporation are its original stockholders, **JUAN CARLOS SAMADA**, and **ALEXANDER SOTO**, both of 1901 NW 108 Avenue, Miami, Florida 33172, hereinafter designated the "Original Stockholders," who are also its directors and respectively its President, and Vice President-Secretary-Treasurer.

ARTICLE V - Restriction of Transferability of Stock and Stockholder's Rights:

Stock in the Corporation is subject to (a) preemptive rights, and every shareholder, upon the sale for cash of any new common stock of the Corporation, shall have the right to purchase his/her pro-rata share (as nearly as may be done without issuance of fractional

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shares) at the price at which it is offered to others; (b) drag-along rights, in favor of the Majority Stockholder, if any, provided the Minority Stockholders, if any, are given the same price, terms, and conditions as any third party purchaser; and (c) tag along co-sale rights to protect Minority Stockholders in the event the Majority Stockholder, if any, sells its Stock, then the Minority Stockholders pro-rata, if more than one, will have the right to join the transaction and sell their minority Stock, and except for transfers to Stockholders of the Corporation, no Stockholder will have the right to assign the Stockholder's interest in the Corporation without the written agreement of the holders of a majority of the Stock.

If the holders of a majority of the Stock do not approve the assignment, the assignee will have no right to become a Stockholder, to participate in the elections of the Directors of the Corporation or to exercise any other rights or powers of a Stockholder. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Moreover, and notwithstanding the foregoing:

1. **Gift of Stock.** Except for gifts between the Original Stockholders, or with the written consent of the other Original Stockholder, which may be unreasonably withheld, at said Original Stockholder's absolute and complete discretion, Stockholders will not gift all or any portion of their Stocks, even to their spouses, former spouses, or lineal descendants (including adopted children), if any.
2. **Sale, Pledge, Hypothecation, Assignment or Lien of Stock.** Except for transactions by and between Original Stockholders, or with the written consent of the other Original Stockholder, which may unreasonably, withheld, at said Original Stockholder's absolute and complete discretion, Original Stockholders will not sell, pledge, hypothecate or assign any interest in or lien all or any portion of its Stocks.

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3. **Admission of New Stockholders or Assignees.** Except with the unanimous written consent of the Original Stockholders, which may be unreasonably withheld, at Original Stockholders' absolute and complete discretion, no additional Stockholders, nor assignees, nor trusts or trustees, nor estates, nor other legal entities will be admitted as Stockholders.
4. **Death of an Original Stockholder, Disability or Incompetency.** The Corporation will purchase and maintain insurance to cover potential financial losses as a result of losing an Original Stockholder to death, incompetency or disability (hereinafter "Key Man Insurance"), and, if required by an Original Stockholder, Original Stockholders shall enter into a Buy-Sell Agreement, triggered by an Original Stockholder's death, incompetency or disability, with said Original Stockholder's stock conclusively valued and established at and payable exclusively from Key Man Insurance's proceeds.
5. **Stockholder Bankruptcy.** In the event an Original Stockholder ceases to be a stockholder upon bankruptcy, at the remaining Original Stockholder, sole discretion, said remaining Original Stockholder may purchase the bankrupt Original Stockholder's stockholdings from the Bankrupt's Trustee in Bankruptcy and/or creditors, as applicable, for and in consideration of an amount equal, and limited to the value of the Bankrupt Stockholder's Stock, at the time of the filing of the petition of bankruptcy, payable in two hundred forty (240) equal consecutive monthly installments, beginning one (1) months after the Bankrupt's final discharge, plus interest at the prime rate quoted in The Wall Street Journal (Prime) per annum
6. **Sub-chapter S Election.** Upon the death of an Original or other Stockholder, at the request of the Treasurer of the Corporation, said Stockholder's heirs successors and assigns shall cooperate with the Corporation and take all steps necessary to preserve the S Corp status of the Corporation.

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ARTICLE VI- Electronic Communications

All notices and other communications may be by way of electronic transmission.

ARTICLE VII - Venue

Venue is exclusively vested in state and federal courts sitting in Miami-Dade County, Florida and having jurisdiction over the subject matter.

ARTICLE VIII - Address:

The mailing address and street address of the principal office of the Corporation is: 1901 NW 108 Avenue, Miami, Florida 33172.

ARTICLE IX - Registered Agent, Registered Office & Registered Agent:

The name and the Florida address of the registered agent of the Corporation is Santiago A. Alpizar, Esq., of 2250 SW 3 Avenue, Ste. 202, Miami, Florida 33129-2028.

ARTICLE X - Company Email Addresses:

The Corporation email addresses are: JuanCarlos@jcaelectrical.com, Alex@jcaelectrical.com.

ARTICLE XI - Corporation Existence:

The Corporation's existence began its corporate existence on April 22, 2003, and will operate under the terms of these Restated Articles of Organization effective as of the date these Restated Articles of Organization are filed with the Florida Secretary of State.

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ARTICLE XII - Duration:

The duration of the Corporation will be perpetual.

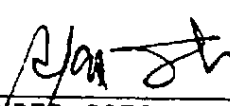
ARTICLE XIII - By-Laws:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Organization, this December 20, 2019, and, under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



JUAN CARLOS SAMADA, Individually
President, Director-Stockholder

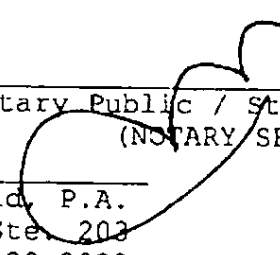


ALEXANDER SOTO, Individually
Vice President-Secretary-
Treasurer, Director-Stockholder

I HEREBY CERTIFY that on this day, JUAN CARLOS SAMADA and ALEXANDER SOTO, appeared before me, Individually and as sole directors, officers in the capacities which appear above and sole stockholders of JC&A ELECTRICAL CONTRACTORS, INC., a Florida Corporation, under oath, and they acknowledged before me that they executed the foregoing document, for the purposes therein expressed, and they produced their Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in City of Miami, State of Florida, on this December 20, 2019.

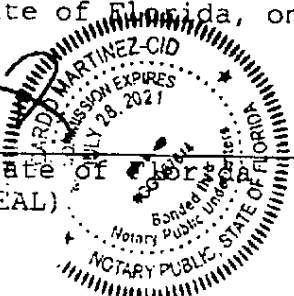
Notary Public / State of Florida
(NOTARY SEAL)



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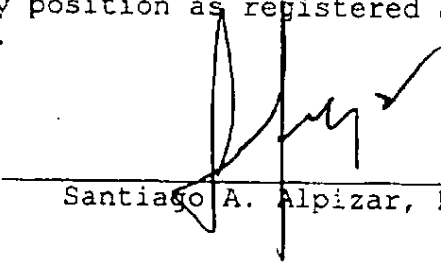
JC&A ELECTRICAL CONTRACTORS, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Corporation is:
JC&A ELECTRICAL CONTRACTORS, INC., hereinafter designated
the "Corporation."
2. The name and the Florida street address of the registered
agent of the Corporation is:

Santiago A. Alpizar, Esq.
2250 SW 3 Avenue, Ste. 202
Miami, Florida 33129-2028.

Having been named as registered agent and to accept service of
process for the Corporation at the place designated in this
certificate, I hereby accept the appointment as registered agent
and agree to act in the capacity of Registered Agent for said
corporation, and agree to comply with the applicable provisions of
the Florida Statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent as provided in the
Florida Statutes.



Santiago A. Alpizar, Esq.

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