

PO6000018059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

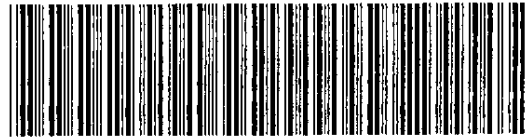
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000196708920

03/11/11--01014--019 **35.00

11 MAR 11 AM 8:39

FILED
SECRETARY OF STATE
OFFICE OF THE CLERK
11 MAR 11 AM 8:39

Amend & Rest.

C.COULLIETTE

MAR 14 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Faro Bancorp, Inc.

DOCUMENT NUMBER: P06000018059

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

Please return all correspondence concerning this matter to the following:

Giselle Del Amo

Name of Contact Person

Infante, Zumpano, Hudson & Miloch, LLC

Firm/ Company

500 S. Dixie Highway, Suite 302

Address

Coral Gables, FL 33146

City/ State and Zip Code

giselle.ortizdelamo@izhmlaw.com

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

For further information concerning this matter, please call:

Giselle Del Amo

Name of Contact Person

at (305)

5032990

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FARO BANCORP, INC.
A Florida Corporation**

FILED
SECRETARY OF STATE
11 MAR 11 AM 8:38

Robert Diez certifies that:

1. Robert Diez is the duly elected and acting Director of the corporation herein above named.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be FARO BANCORP, INC.

ARTICLE II.

The principal place of business address is 2121 SW 3rd Avenue, Suite 700, Miami, FL 33129.

The mailing address of the corporation is 2121 SW 3rd Avenue, Suite 700, Miami, FL 33129.

ARTICLE III.

The purpose for which this corporation is organized is to engage in any and all lawful activity and business.

ARTICLE IV.

The total authorized capital stock of the corporation shall be One Hundred million (100,000,000) shares of \$.01 par value common stock, all of which capital stock shall be paid for in cash, at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such cash consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

ARTICLE V.

The registered agent and the office of the resident agent shall be as follows:

Hector Garcia, 2121 SW 3rd Avenue, Suite 700, Miami, Florida 33129.

By: _____

DONE and **DATED** this 1st day of March, 2011.

MIAMI-DADE COUNTY)

) ss.:

STATE OF FLORIDA)

On this 1st day of March, 2011, personally appeared before me, a Notary Public in and for said County and State, Robert Diez, Director of Faro Bancorp, Inc., who proved to be the above named director and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and **SWORN**

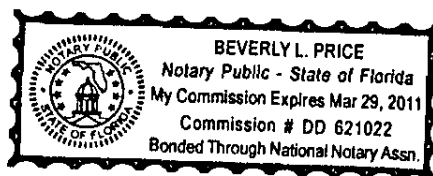
to before me on this 1st day of March, 2011.

Print Name, Notary Public

Beverly L. Price

Signature, Notary Public

My Commission Expires: _____



CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of FARO BANCORP, INC. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 1st day of March, 2011, adopted the Restated Articles of Incorporation and any and all amendments, to the original Articles of Incorporation of FARO BANCORP, INC. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006.

The undersigned, being the Director, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set his hand this 1st day of March, 2011.

By: _____

DONE and **DATED** this 1st day of March, 2011.

MIAMI-DADE COUNTY)

) ss.:

STATE OF FLORIDA)

On this 1st day of March, 2011, personally appeared before me, a Notary Public in and for said County and State, Robert Diez, Director of FARO BANCORP, INC., who proved to be the above named director and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and **SWORN**

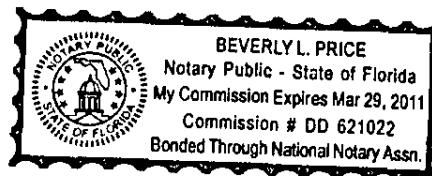
to before me on this 1 day of March, 2011.

Print Name, Notary Public

Beverly L. Price

Signature, Notary Public

My Commission Expires: _____



WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Hector Garcia, the undersigned, being the registered agent for FARO BANCORP, INC., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 1st day of March, 2011.

By:  _____

DONE and **DATED** this 1st day of March, 2011.

MIAMI-DADE COUNTY)

) ss.:


STATE OF FLORIDA)

On this 1 day of March, 2011, personally appeared before me, a Notary Public in and for said County and State, Hector Garcia, registered agent of FARO BANCORP, INC., who proved to be the above named registered agent and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN

to before me on this 1st day of March, 2011.

Print Name, Notary Public



Signature, Notary Public

My Commission Expires: _____

