

P66000116785

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

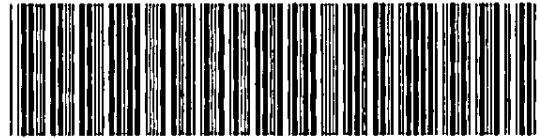
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REQUEST

JUL 23 2021

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JUL 23 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: M & F FRATELLI, INC.

DOCUMENT NUMBER: P06000116785

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

Please return all correspondence concerning this matter to the following:

FRANCESCO GUARDASCIONE
Name of Contact Person
M & F FRATELLI, INC. dba FIORELLA
Firm/ Company
7008 CHARLESTON SHORES BLVD.
Address
LAKE WORTH, FLORIDA 33467
City/ State and Zip Code
fiorel64@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dawn M. Alba/ Alba Law Office, PA at (561) 584-0023
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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
to
Articles of Incorporation
of

M & F FRATELLI, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P06000116785

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>P</u>	<u>MICHELE GUARDASCIONE</u>	<u>7008 CHARLESTON SHORES</u>
<u> </u> Add			<u>BLVD. LAKE WORTH, FL</u>
<u>X</u> Remove			<u>33467</u>
2) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
3) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

SEE ATTACHED: CANCELLATION AND ASSIGNMENT OF SHARES EXECUTED AND NOTARIZED.

MICHELE GUARDASCIONE TRANSFERS AND ASSIGNS ALL INTEREST IN M & F FRATELLI, INC.

TO FRANCESCO GUARDASCIONE THEREBY REMOVING HIM FROM ANY AND ALL OWNERSHIP

IN M & F FRATELLI, INC.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

June 22, 2021
Dated _____

Signature Francesco Guardascione
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

FRANCESCO GUARDASCIONE

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**MICHELE GUARDASCIONE'S RELEASE AND ASSIGNMENT OF
MEMBERSHIP INTEREST IN M&F FRATELLI, INC.**

THIS ASSIGNMENT AND RELEASE, made this 27 day of April, 2020 is entered into by MICHELE GUARDASCIONE ("MICHELE") for the purpose of assigning his membership interest in M&F Fratelli, Inc., including, but not limited to, the forgiveness of his membership in the corporation and forgiveness of his \$250,000 initial capital contribution to the corporation.

RECITALS:

WHEREAS, ownership of the stock of the CORPORATION pursuant to the Shareholders' Agreement between Michele Guardascione and his brother, Francesco Guardascione is as follows:

<u>Stockholder</u>	<u>% of Stock ownership</u>
MICHELE GUARDASCIONE	50%
FRANCESCO GUARDASCIONE	50%

and:

NOW THEREFORE, in consideration of the premises, the mutual covenants herein contained, Ten Dollars (\$10.00) paid in hand, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MICHELE GUARDASCIONE agrees as follows:

1. Effective Date. This Assignment Agreement shall be effective immediately upon its execution by MICHELE GUARDASCIONE.
2. Transfer of Ownership of Stock. MICHELE GUARDASCIONE hereby transfers his 50% of the stock of M&F Fratelli, Inc., as well as any other interest he might have in the corporation to Francesco Guardascione. Upon his execution of this agreement, MICHELE will have no interest in any manner in M&F Fratelli, Inc., and by signing this agreement, MICHELE hereby resigns as an officer of M&F Fratelli, Inc. and forgives his membership in the corporation. This transfer shall further serve as a full and complete release by MICHELE of any and all liability M&F Fratelli, Inc. and/or Francesco Guardascione might have to MICHELE.
3. Forgiveness of \$250,000 Initial Capital Contribution. MICHELE GUARDASCIONE hereby forgives his initial capital contribution in the amount of \$250,000 (Two Hundred Fifty Thousand Dollars) as well as any other capital contributions he may have made to the Corporation. Upon his execution of this agreement MICHELE GUARDASCIONE forgives any indebtedness the Corporation and/or Francesco might have to him and/or his estate.

4. Rescission of Prior Agreement. MICHELE hereby agrees that any and all prior shareholders agreements between Michele, M&F Frastelli, Inc., and/or Francesco Guardascione are hereby revoked and are null and void.

5. Binding Effect. This Agreement shall be binding upon MICHELE GUARDASCIONE, his heirs, executors, personal representatives and administrators.

6. Headings. The headings used in this Agreement are used for reference purposes only and are not to be deemed controlling with respect to the contents thereof.

IN WITNESS WHEREOF, MICHELE GUARDASCIONE and the Corporation have duly executed this Agreement on the day and year hereafter.

MICHELE GUARDASCIONE

[Signature]

WITNESS

Print Name: Charles Abasi

[Signature]

WITNESS

Print Name: Jean M. Piccinni

STATE OF New Jersey


COUNTY OF Burlington

The foregoing instrument was acknowledged before me this 2nd day of April, 2020, by MICHELE GUARDASCIONE, INC., who is personally known to me or who has produced driver's license as identification and who did/did not take an oath.


[Signature]
NOTARY PUBLIC

My commission expires:

DARLENE WITZ
A NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUGUST 24, 2022


WITNESS

Print Name: Charles Alessi


WITNESS
Print Name: Jean M. Picardi

M & F FRATELLI, INC.


By: MICHELE GUARDASCIONE,
As President

STATE OF New Jersey)
COUNTY OF Burlington)

The foregoing instrument was acknowledged before me this 27th day of April, 2020, by MICHELE GUARDASCIONE, as President of M & F FRATELLI, INC., who is personally known to me or who has produced driver's license as identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires: .

DARLENE WIRTZ
A NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUGUST 24, 2022