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Amend

JAN 25 2021

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Martel Beach Club, Inc.

DOCUMENT NUMBER: P08000024560

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

Please return all correspondence concerning this matter to the following:

Charles S. Dale, Esq.
Name of Contact Person
Charles S. Dale, P.A.
Firm/ Company
414 NE 4 St.
Address
Fort Lauderdale, FL 33301
City/ State and Zip Code
CDale@lawyerdale.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles S. Dale, Esq. at (954) 462-7472
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:

- | | | | |
|---|--|---|--|
| ☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Martel Beach Club, Inc.

P08000024560

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

N/A

N/A

N/A

N/A

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

Signature of New Registered Agent, if changing

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

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

Type of Action (Check One)	Title	Name	Address
1) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
2) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
3) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
4) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
5) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____
6) ☐ Change	_____	_____	_____
☐ Add			_____
☐ Remove			_____

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

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

ARTICLE IV is changed to: See additional sheets 1 and 2.

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)

N/A

ADDITIONAL SHEETS 1 AND 2 TO ATTACH TO "E"
OF FORM FOR FILING ARTICLES OF AMENDMENT TO AMEND ARTICLES
OF INCORPORATION OF MARTEL BEACH CLUB INC.
that Article IV be amended to:

The total number of shares of all classes of stock which the corporation has authority to issue is 1,600,100 shares divided into 1,600,000 shares of preferred stock with a value of \$1.00 (USD) per share (referred to as "Preferred Stock") and 100 shares of Common Stock with a value of \$1.00 (USD) per share (referred to as "Common Stock").

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The Shareholders may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Preferred Stock.
2. No holder of stock of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently authorized to be issued, or shares of the stock, held in the treasury of the corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.
3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the Preferred Stock shall be entitled to receive \$1.00 (USD) in cash for each preferred share, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the corporation shall be made to the holders of Common Stock. After payment shall have been made in full to the holders of the outstanding Preferred Stock or funds necessary for payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be available for payment, the holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the corporation and the remaining assets of the corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the corporation distributable as described above among the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a "liquidation, dissolution,

or winding up of the affairs of the corporation" within the meaning of this paragraph.

4. The holders of shares of Preferred Stock and the holders of shares of Common Stock shall possess full voting rights and powers on all matters voted on by the stockholders of the corporation, shall be entitled to notice of stockholders' meetings and shall vote together. Each holder of Common Stock shall be entitled to one vote for each share held. Each holder of Preferred Stock shall be entitled to such voting rights as shall be fixed by the shareholders but in no event more than one vote for each share held.

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)"

Dated 11-17-2020

Signature Louise Martel
(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)

Louise Martel

(Typed or printed name of person signing)

President

(Title of person signing)