

P090000044322

(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:

RECEIVED

2022 MAR 24 PM 3:00

ALLAHASSEE, FL

Office Use Only

579-563-



000382623900

02/28/22--01052--006 **43.75

FILED

2022 MAR 24 PM 2:33

CLERK OF STATE
TALLAHASSEE, FL

A. BUTLER

A. BUTLER

MAR 24 2022

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BEST FOOT FORWARD SALES, INC.

Pursuant to Section 607.1007 and Section 607.1003 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Best Foot Forward Sales, Inc., are hereby amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME**

The name of the corporation is Best Foot Forward Sales, Inc.

**ARTICLE 2
TERMS OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3
PURPOSE**

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

**ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The current principal office address and mailing address of the Corporation is 5960 S.W. 16th Court, Plantation, Florida 33317.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is ~~250,000~~ shares of common stock having no par value.

**ARTICLES 6
REGISTERED OFFICE AND AGENT**

The current street address of the registered office of the Corporation is 8181 West Broward Blvd., #350, Plantation, Florida 33324, and the name of the registered agent of the Corporation at that address is Sam Sami.

ARTICLE 7 DIRECTORS

The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1).

ARTICLE 8 INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as, set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties, except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer or director.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE 9
BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

**ARTICLE 10
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 30 day of October, 2019.

BEST FOOT FORWARD SALES, INC.

By: 

Name: Byron C. Dennis

Title: Co-CEO

By: 

Name: Richard Dudley III

Title: Co-CEO

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



The date of each amendment(s) adoption: 10/31/2019, 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 3/24/20

Signature _____

(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)

Byron Dennis
(Typed or printed name of person signing)

CEO
(Title of person signing)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2022

BYRON DENNIS
5960 SW 16TH COURT
PLANTATION, FL 33317

SUBJECT: BEST FOOT FORWARD SALES INC
Ref. Number: P09000044322

2022 MAR 24 PM 1:46

We have received your document for BEST FOOT FORWARD SALES INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Regulatory Specialist II

Letter Number: 622A00005629