

P09000060906

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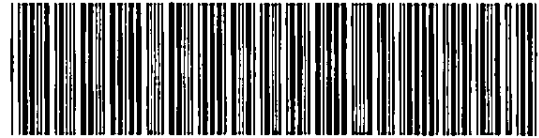
(Business Entity Name)

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01/16/18--01019--005 **43.75

S TALLENT
FEB 28 2018

FILED
18 FEB 27 AM 10:44
CLERK OF DISTRICT COURT
JANIS S. HARRIS

Amend



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2018

JUAN A VERA
VERSA AMERICA CORP
2700 GLADES CIRCLE SUITE 139
WESTON, FL 33327

SUBJECT: VERSA AMERICA CORP
Ref. Number: P09000060906

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

INSTEAD OF ARTICLES OF INCORPORATION, TITLE YOUR DOCUMENT
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF VERSA
AMERICA CORP.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 318A00001136

RECEIVED
18 FEB 27 PM 2:01
JUAN A VERA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VERSA AMERICA CORP

DOCUMENT NUMBER: P09000060906

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

Please return all correspondence concerning this matter to the following:

JUAN A VERA

Name of Contact Person

VERSA AMERICA CORP

Firm/ Company

2700 GLADES CIRCLE SUITE 139

Address

WESTON, FL 33327

City/ State and Zip Code

versamerica@gmail.com

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

For further information concerning this matter, please call:

JUAN A VERA

at (954)

4392101

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION TO VERSA AMERICA CORP For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name

1. The name of the corporation is Versa America Corp (the "Corporation").

Duration

2. The duration of the Corporation is perpetual.

Registered Office and Registered Agent

3. The street address of the initial registered office is 1555 Bonaventure Blvd. Suite 1020, Weston, Florida, 33326. The name of the initial Registered Agent at this Registered Office is WD Business Consultants.

Street Address of the Principal Office

4. The street address of the principal office is 2700 Glades Circle, Suite 139, Weston, Florida, 33327. The mailing address of the principal office is the same as the street address.

Initial Directors

5. The initial board of directors will consist of 3 directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

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WESTON

Name / Title	Address	City	State	Zip Code
Erune Juanicotena Director	2700 Glades Circle, Suite 139	Weston	Florida	33327
Alicia Gonzalez Director	2700 Glades Circle	Weston	Florida	33327
Juan Vera Director	2700 Glades Circle, Suite 139	Weston	Florida	33327

Authorized Capital

6. The aggregate total number of all shares that the Corporation is authorized to issue is 1,000.

Class A Shares

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 1,000 Class A par value shares and the par value of each of the authorized Class A shares is \$250.00 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.

- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Restrictions on Transfer

- 8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Preemptive Rights

- 9. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

Amend or Repeal Bylaws

- 10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting

- 11. In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

Fiscal Year End

12. The fiscal year end of the Corporation is 1st day of January.

Indemnification of Officers, Directors, Employees and Agents

13. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Limitation of Liability

14. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Effective Date of Filing

15. This document will become effective on the date of filing.

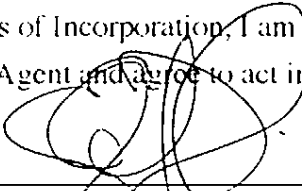
Consent of Appointment by Registered Agent

16. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:



Edilene Gomez (WD Business Consultants)

01/02/18

Incorporator

17. The name and address of the incorporator of Versa America Corp are set out below.

Name	Address	City	State	Zip Code
Juan Vera	2700 Glades Circle, Suite 139	Weston	Florida	33327

Execution

18. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 02 day of January, A.D. 2018.

BY:



Juan Vera (Incorporator)

Filer Contact Information

19. In case of filing difficulties, please contact:

Name of Filer: Juan Vera

Phone number: (954) 439-2101

Address: 2700 Glades Circle, Suite 139, Weston, Florida, 33327

E-mail Address: versamerica@gmail.com

01/02/2018

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 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

01/02/2018

Dated _____

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)

JUAN A VERA

(Typed or printed name of person signing)

DIRECTOR

(Title of person signing)