

PXXXXX035231

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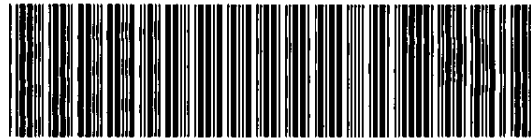
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TALLAHASSEE, FLORIDA

24 MAY 23 PM 3:42

FILED

Amended
Restated
Articles

527-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grand Bay Ventures, Inc.

DOCUMENT NUMBER: P10000035321

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

Please return all correspondence concerning this matter to the following:

Julio C. Barbosa, Esq.

Name of Contact Person

Barbosa Law Office

Firm/ Company

2000 Ponce de Leon Blvd., Suite 625

Address

Coral Gables, FL 33134

City/ State and Zip Code

jbarbosa@barbosalegal.com

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

For further information concerning this matter, please call:

Julio C. Barbosa

Name of Contact Person

at (305)

421-6339

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

FILED
2011 MAY 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRAND BAY VENTURES, INC.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the Articles of Incorporation of Grand Bay Ventures, Inc., are amended and restated to read in their entirety as follows:

**ARTICLE 1.
NAME**

The name of the corporation is GRAND BAY VENTURES, INC.

**ARTICLE 2.
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE 3.
PURPOSES**

The purposes for which this corporation is organized are to engage in any lawful act or activity for which corporations may be organized under Section 607.0301 of the Florida Business Corporation Act.

**ARTICLE 4.
SHARES OF STOCK**

The total number of shares of capital stock that the corporation shall have authority to issue is 2,000 shares, all of which are to be common stock with par value of \$0.01 per share.

**ARTICLE 5.
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134, or at such location as may be determined by the Corporation's Board of Directors, and the corporation's registered agent shall be Julio C. Barbosa, Esq.

**ARTICLE 6.
DIRECTORS**

6.1. The number of directors of the corporation constituting the Board of Directors may be fixed by the bylaws.

6.2. Subject to the provisions of the Florida Business Corporation Act, the business of the corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all powers of the corporation, except as otherwise provided by statute or by the bylaws.

6.3. The Board of Directors shall have power to make and alter the bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the shareholders in any bylaws adopted from time to time.

ARTICLE 7.
LIMITATION OF DIRECTORS' LIABILITY.

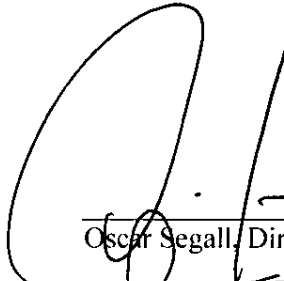
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Business Corporation Act.

ARTICLE 8.
INDEMNIFICATION OF CORPORATE AGENTS.

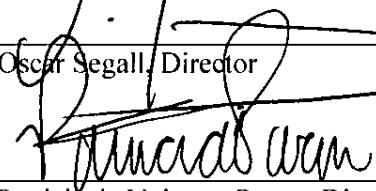
8.1. The corporation is authorized to provide indemnification of its agents (as defined in Section 607.0850 of the Florida Business Corporation Act through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, subject only to the applicable limits set forth in Section 607.0850(7) of the Florida Business Corporation Act, with respect to actions for breach of duty to the corporation and its shareholders.

8.2. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

The foregoing amendment and restatement of these Articles of Incorporation has been duly approved by the Board of Directors.



Oscar Segall, Director




Patricia da Nobrega Pavan, Director

GRAND BAY VENTURES, INC.

ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Grand Bay Ventures, Inc.



Julio C. Barbosa, Esq.
Date: _____

Articles of Amendment
to
Articles of Incorporation
of

Grand Bay Ventures, Inc.

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

P10000035321

(Document Number of Corporation (if known))

FILED
2011 MAY 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

N/A

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:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

New Registered Office Address:

N/A

(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
N/A			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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

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

Please, see the enclosed Amended and Restated Articles of Incorporation (3 pages)

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

The date of each amendment(s) adoption: April 12, 2011
(date of adoption is required)

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

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.

Dated April 12, 2011

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)

Oscar Segall

(Typed or printed name of person signing)

Director

(Title of person signing)