

P110000066344

(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:

Office Use Only



500214339385

11/28/11--01041--021 **43.75

*Amended And
Restated Art*

FILED
11 NOV 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TR 11-3071

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sharedise Inc.

DOCUMENT NUMBER: P11000066344

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

Please return all correspondence concerning this matter to the following:

Lior Cohen

Name of Contact Person

Sharedise Inc.

Firm/ Company

17100 Collins Avenue, Suite 208

Address

Sunny Isles Beach, FL 33160

City/ State and Zip Code

Lior@Sharedise.com

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

For further information concerning this matter, please call:

Tamir Yaacobi

Name of Contact Person

at (917)

423-5014

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SHAREDISE INC.

The undersigned Officer, for the purpose of forming a Florida profit corporation, hereby amends and restates the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Sharedise Inc.

**ARTICLE II
REGISTERED OFFICE**

The registered office and mailing address of this corporation is located at:

17100 Collins Avenue, Suite 208
Sunny Isles Beach, FL USA 33160

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is formed are to engage in all lawful activities and exercise all powers and perform all functions that a for-profit corporation is authorized or empowered to exercise or perform under and by the laws of the Florida State as now or hereafter in force.

**ARTICLE IV
CAPITAL**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2000) shares of common stock with unlimited voting rights having a par value of \$1.00 per share.

**ARTICLE V
REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Lior Cohen
17100 Collins Avenue, Suite 208
Sunny Isles Beach, FL 33160

FILED
11 NOV 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE FL 32310

ARTICLE VI SHAREHOLDER ACTION

As long as there is one Shareholder of the Corporation, Shareholder Action or Approval shall be effective upon written consent, setting forth the Action so taken, signed by the sole Shareholder or an authorized representative of Shareholder, and delivered to the Secretary of the Corporation. If there are two or more Shareholders, Shareholder Action or Approval shall be effective upon proper vote at a Shareholder Meeting or written consent in accordance with the Bylaws.

ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

The management of the affairs of the Corporation shall be vested in the Board of Directors. Directors shall be elected annually, shall hold office, and shall exercise the powers granted under law and by these Articles in accordance with the Corporation's Bylaws. The sole Shareholder will elect the first Board of Directors by Shareholder Action in accordance with Article VI. The authorized number of Directors constituting the first Board of Directors is 3. The number of authorized Directors can be changed by Amendment of these Articles pursuant to Article XII and the Bylaws or by Shareholder Action.

ARTICLE VIII BOARD ACTION

The Board of Directors can Act by holding a Board meeting in accordance with the Bylaws. Any Board Action that alters the ownership structure of the corporation, increases/decreases the number of authorized Directors, Amends these Articles, or performs any other function specified in the Bylaws requires Shareholder Approval before becoming effective. Any Action required or permitted to be taken at a Board meeting can also be taken by written consent, setting forth the Action so taken, signed individually or collectively by the number of Directors that would be required to take the same Action at a meeting of the Board at which all Directors were present, and delivered to the Secretary of the Corporation. Action by written consent shall have the same force and effect as Action taken by vote at a Board meeting.

ARTICLE IX BYLAWS

The Board of Directors shall furnish the Bylaws for the conduct of the Corporation's business affairs and to effectuate the Corporation's purposes as the Board of Directors may determine are required. The Corporation's initial ByLaws will be adopted by Board Action or at the first meeting of the Board of Directors.

ARTICLE X ELECTIVE OFFICERS

The officers of this Corporation shall initially consist of a President, Vice-President, Secretary and Treasurer. One individual may serve in more than one office; however, that person may not serve as both President and Secretary of the Corporation. The Board of Directors may establish additional offices and appoint additional officers in accordance with the Bylaws. The Bylaws of

the Corporation will also provide the required qualifications, the procedure for electing or appointing, the duties of, the terms of office and the method of removing officers.

ARTICLE XI LIMITATION OF DIRECTOR LIABILITY

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XII AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended hereinafter by either Shareholder Action alone or Board Action with Shareholder Approval.

ARTICLE XIII DURATION

The duration of the corporation's existence shall be perpetual.

IN WITNESS WHEREOF, Sharedise Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the undersigned on this 22nd day of November 2011.

I, the undersigned Director of Sharedise Inc, am submitting these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

By: _____

Lior Cohen
Vice-President

Articles of Amendment
to
Articles of Incorporation
of

Sharedise Inc.

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

P11000066344

(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:

New Registered Office Address:

(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>
<u>P</u>	<u>Lior Cohen</u>	<u>17100 Collins Ave, Suite 208</u> <u>Sunny Isles Beach, FL 33160</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>P</u>	<u>Tamir Yaacobi</u>	<u>17100 Collins Ave, Suite 208</u> <u>Sunny Isles Beach, FL 33160</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VP</u>	<u>Lior Cohen</u>	<u>17100 Collins Ave, Suite 208</u> <u>Sunny Isles Beach, FL 33160</u>	<input checked="" 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 Amended and Restated Articles of Incorporation attached.

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)

Please see Article IV of the Amended and Restated Articles attached.

The date of each amendment(s) adoption: November 21, 2011

Effective date if applicable: November 21, 2011
(date of adoption is required)
(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 November 22, 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)

Lior Cohen

(Typed or printed name of person signing)

Vice-President

(Title of person signing)