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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Converge Travel Services Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Scarnecchia Mullin, PLLC
Name (Printed or typed)

101 NE 3rd Ave Suite 1500
Address

Ft Lauderdale, FL 33301
City, State & Zip

954-751-2096
Daytime Telephone number

Chelsea@scarnecchiamullin.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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**ARTICLES OF RESTATEMENT AND
AMENDMENT TO ARTICLES OF INCORPORATION OF
CONCIERGE TRAVEL PLANNERS, INC.**

The Articles of Incorporation for CONCIERGE TRAVEL PLANNERS, INC., a Florida Corporation (hereinafter the "Corporation") were Restated and Amended by the Corporation's Board of Directors on August 18, 2021. The Corporation is filing these Articles of Restatement and Amendment to Articles of Incorporation pursuant to Florida Chapter 607 and 621. The Restated and Amended Articles of Incorporation are set forth and are duly adopted by the majority of shareholder(s) entitled to vote on such amendments, as set forth in Fla. Stat. 607.1001 and 607.1007, and are adopted as follows:

ARTICLE 1 – NAME

The name of the Corporation is CONCIERGE TRAVEL PLANNERS, INC.

ARTICLE 2 – PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is 23379 Rosewood Ave., Punta Gorda, FL 33980.

ARTICLE 3 – PURPOSE

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 – OFFICERS

The Officers of the Corporation shall be:

President:	Lidia Ruiz
Vice-President:	Margarita Navarrete
Secretary:	Lidia Ruiz
Treasurer:	Lidia Ruiz

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 5 – DIRECTOR(S)

5.1 The Director(s) of the Corporation shall be:

Lidia Ruiz
Margarita Navarrete

whose mailing addresses shall be the same as the principal office of the Corporation.

5.2 The election of Directors shall be done in accordance with the Bylaws. All Directors and Officers of the Corporation shall be protected from personal liability to the fullest extent permitted by Florida law.

ARTICLE 6 – CORPORATE CAPITALIZATION

6.1 The maximum number of shares this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of FIVE DOLLARS (\$5.00).

6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE 7 – SUB-CHAPTER S CORPORATION

7.1 The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.2 The Shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the Shareholders of the Corporation unanimously agree otherwise in writing.

7.3 After this Corporation has elected to be an S Corporation, none of the Shareholders of this Corporation, without the written consent of all the Shareholders of this Corporation shall

take any action, or make any transfer or other disposition of the Shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.4 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Corporation is Sarnecchia Mullin, PLLC, 101 NE 3rd Avenue, Suite 1500, Fort Lauderdale, FL 33301.

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the

affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation and Amendment shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15– AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Amendment, or in any amendment hereto, or to add any provision to these Articles of Incorporation and Amendment or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation and Amendment or any amendment hereto are granted subject to this reservation.

THESE DULY ADOPTED AND RESTATED ARTICLES OF INCORPORATION SUPERSEDE THE ORIGINAL ARTICLES OF INCORPORATION AND ALL AMENDMENTS TO THEM AND WERE DULY AUTHORIZED BY A MAJORITY OF SHAREHOLDERS ENTITLED TO VOTE, PURSUANT TO FLA. STAT. 607.1001 and 1007.

In witness whereof, the undersigned Director of this Corporation has executed these Articles of Restatement and Amendment on August 18, 2021.

Margarita Navarrete

Print Name of Director

M. Navarrete

Signature of Director

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF RESTATEMENT AND AMENDMENT TO ARTICLES OF INCORPORATION

Scarnecchia Mullin, PLLC, having been designated as the Registered Agent in the above and foregoing Articles of Restatement and Amendment to the Articles of Incorporation and to accept service of process for the above stated Corporation at the place designated in this certificate, is familiar with and accepts the obligations of the Position of Registered Agent under the applicable provisions of the Florida Statutes.

Scarnecchia Mullin, PLLC

By: *Chelsea Scarnecchia*

Chelsea Scarnecchia, Managing Partner