

P12000044292

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 14 2012

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHEZ BOC'S, INC.

DOCUMENT NUMBER: P12000044292

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

Please return all correspondence concerning this matter to the following:

FRANCIS M. BOYER

Name of Contact Person

BOYER LAW FIRM, P.L.

Firm/ Company

9471 Baymeadows Road, Suite 404

Address

Jacksonville, FL 32256

City/ State and Zip Code

office@boyerlawfirm.com

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

For further information concerning this matter, please call:

FRANCIS M. BOYER

Name of Contact Person

at (904) 236-5317

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2012

FRANCIS M BOYER
9471 BAYMEADOWS RD STE 404
JACKSONVILLE, FL 32256

SUBJECT: CHEZ BOC'S, INC.
Ref. Number: P12000044292

We have received your document for CHEZ BOC'S, INC. and your check(s) totaling \$35.00. 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.

✓ Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 212A00028532

RECEIVED
12 DEC 14 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

CHEZ BOC'S, INC.

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

CHEZ BOC'S, INC.

(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**)

1000 5TH Street
Suite 200
Miami Beach, FL 33139

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

9471 Baymeadows Road
Suite 404
Jacksonville, FL 32256

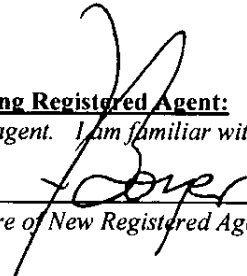
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent FRANCIS M. BOYER
9471 Baymeadows Road, Suite 404
(Florida street address)

New Registered Office Address: Jacksonville, Florida 32256
(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

SECRETARY OF STATE
TALLAHASSEE, FL 32304

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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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>D</u>	<u>Serge Boccara</u>	<u>17109 N Bay Road Apt d111</u>
<u> </u> Add			<u>Sunny Isles Beach</u>
<u>X</u> Remove			<u>FL 33160</u>
2) <u> </u> Change	<u>TS</u>	<u>Ella Boccara</u>	<u>17109 N Bay Road Apt d111</u>
<u> </u> Add			<u>Sunny Isles Beach</u>
<u>X</u> Remove			<u>FL 33160</u>
3) <u> </u> Change	<u>TS</u>	<u>Diane Boccara</u>	<u>17109 N Bay Road Apt d111</u>
<u> </u> Add			<u>Sunny Isles Beach</u>
<u> </u> Remove			<u>FL 33160</u>
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

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

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

Please see attached sheets

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)

**AMENDED ARTICLES OF INCORPORATION
OF
CHEZ BOC'S, INC.**

a Corporation organized under the laws of the State of Florida

The undersigned subscribers to these Amended Articles of Incorporation each competent as an incorporator pursuant to the provisions of sections 607.201, Florida Statutes, desiring to associate for the purpose of forming a corporation pursuant to chapter 607, FLORIDA BUSINESS CORPORATION ACT and pursuant to the provisions of the statutes of the State of Florida providing for the formation, liabilities, privileges and immunities of a corporation for profit, do hereby certify as follows:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be:

CHEZ BOC'S, INC.

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

The general purposes for which this Corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at:

1000 5th Street,
Suite 200
Miami Beach, FL 33139

**ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

9471 Baymeadows Road, Suite 404, Jacksonville, Florida 32256.

The name of the initial Registered Agent at that address is:

Francis M. Boyer, Esq., BOYER LAW FIRM, P.L.

**ARTICLE V.
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be two (2) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

NATHALIE BOCCARA

1000, 5th Street, Suite 200
Miami Beach, FL 33139

AUDREY BOCCARA

1000, 5th Street, Suite 200
Miami Beach, FL 33139

The mailing address of the initial principal office of the Corporation is:

CHEZ BOC'S, INC.

1000 5th Street,
Suite 200
Miami Beach, FL 33139

**ARTICLE VI.
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of common stock at \$10.00 par value, which shall be designated as "Common Shares."

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

ONE THOUSAND (1,000) SHARES
of
COMMON STOCK
With a Par Value of \$10.00 Per Share
[the "Common Stock"]

**ARTICLE VII.
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than Ten Thousand And No/100 (\$10,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
NATHALIE BOCCARA	50%	\$5,000.00
AUDREY BOCCARA	50%	\$5,000.00

**ARTICLE VIII.
INCORPORATORS**

The name and address of the each incorporator is:

Name	Address
NATHALIE BOCCARA	as stated above
AUDREY BOCCARA	as stated above

**ARTICLE IX.
BOARD OF DIRECTORS**

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

**ARTICLE X.
EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XI.
QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

**ARTICLE XII.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section

607.0808, Florida Statutes.

**ARTICLE XIII.
EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

**ARTICLE XIV.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XV.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XVI.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

**ARTICLE XVII.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

**ARTICLE XVIII.
DURATION OF CORPORATE EXISTENCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE XIX.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §607.0831.

**ARTICLE XX.
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto, by setting his hand and seal, executed these Articles of Incorporation on this 15 day of November, 2012.

N. Boccaro
NATHALIE BOCCARA

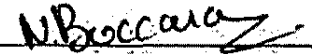
A. Boccaro
AUDREY BOCCARA

**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
CHEZ BOC'S, INC.,
a Corporation organized under the laws of the State of Florida**

In compliance with Fla. Stat. §48.091, the following is submitted:

That **CHEZ BOC'S, INC.**, a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, in 1000 5th Street, Suite 200, Miami Beach, FL 33139, has named FRANCIS M. BOYER, ESQ. of 9471 Baymeadows Road, Suite 404, Jacksonville, Florida 32256, as its agent to accept service of process within this State.

Dated this 15 day of November, 2012.

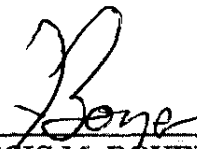

NATHALIE BOCCARA


AUDREY BOCCARA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN so named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 20th day of November, 2012.


FRANCIS M. BOYER, ESQ.
Registered Agent

The date of each amendment(s) adoption: 11/25/12

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 11/27/2012

Signature N. Boccaro
(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)

NATALIE BOCCARA
(Typed or printed name of person signing)

DIRECTOR
(Title of person signing)