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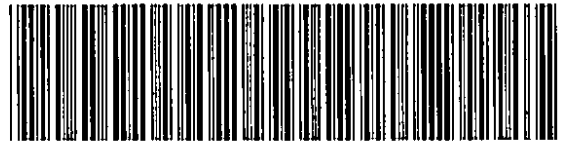
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R. WHITE

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JUN 27 2018



Daniel Medina, B.C.S.  
Master of Laws in Taxation  
Attorney  
Wills, Trusts & Estates Specialist  
dan@medinapa.com



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June 26, 2018

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

RE: Our Matter No.: H5-011 Rosen, Michael – Corporate  
Mike Rosen Enterprises, Inc

Dear Sir or Madam,

In response to your letter dated 5/2/2018, requesting revisions, enclosed please find the Amended and Restated Articles of Incorporation of Mike Rosen Enterprises, Inc. I have also included a copy of your letter for reference.

If you have any further questions, please do not hesitate to contact me at 863-682-9730 or by email at [bri@medinapa.com](mailto:bri@medinapa.com)

Best Regards,

Bri Turner  
Executive Assistant to Daniel Medina, B.C.S.

Enc as stated

*Data MSWord Rosen, Michael - H5-011 - Corporate Correspondence - Drafts Ltr to State re response to their ltr enc amend articles  
MREnterprises.docx*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 2, 2018

BRI TURNER  
402 S KENTUCKY AVE STE 660  
LAKELAND, FL 33801

SUBJECT: MIKE ROSEN ENTERPRISES INC.  
Ref. Number: P13000050866

We have received your document for MIKE ROSEN ENTERPRISES 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 amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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.

Rebekah White  
Regulatory Specialist II

Letter Number: 018A00009033

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18 JUN 28 AM 11:22  
SECRETARY OF  
TALLAHASSEE

FILED

18 JUN 27 AM 9:27

**Amended and Restated Articles of Incorporation  
of  
Mike Rosen Enterprises Inc.  
A Florida Corporation**

The undersigned Director/President desires to amend the Articles of Incorporation of Mike Rosen Enterprises, Inc. corporation under the laws of the State of Florida by delivering in to the Department of State of the State of Florida these Amended and Restated Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act (*Act*). This amendment and restatement was approved by the sole shareholder of the Corporation.

**Name**

The name of the Corporation is Mike Rosen Enterprises Inc.

**Registered Agent**

**Registered Agent and Registered Office**

The Corporation's initial Registered Office address in the State of Florida is: 150 East Palmetto Park Road, Ste. 800, Boca Raton, FL 33432.

The name of the Corporation's initial Registered Agent at that office is Michael Rosen.

**Registered Agent Consent**

I, Michael Rosen, a natural person and resident of Florida, accept the appointment as Registered Agent of Mike Rosen Enterprises Inc., a Florida Corporation. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to forward mail, and to immediately notify the Department of State if I resign or if the Registered Office address changes.

Dated: May 21<sup>st</sup>, 2018.

  
\_\_\_\_\_  
Michael Rosen, Registered Agent

## **Article Three**

### **Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

## **Article Four**

### **Stock Transfer Restrictions**

Except as otherwise provided in the Bylaws or in a separate agreement among the shareholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

## **Article Five**

### **Preemptive Shareholder Rights**

The preemptive right of a shareholder to acquire additional shares is affirmed.

## **Article Six**

### **Directors**

The Corporation will have one initial Director.

The name of the Director is:

Michael Rosen.

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of shareholders, at which time the shareholders will elect the successors.

Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

## **Article Seven**

### **Directors Powers**

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

## **Article Eight**

### **Duration**

The Corporation's duration is perpetual.

## **Article Nine**

### **Permitted Businesses and Activities**

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

## **Article Ten**

### **Release from Personal Liability**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;

an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;

any distribution for which a Director votes that is not lawful under Florida law; or  
an intentional violation of criminal law.

## **Article Eleven**

### **Indemnification**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:


- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

## **Article Twelve**

### **Power to Enact, Amend, and Repeal**

The Corporation's Officers hold the exclusive power to make, alter, amend, or repeal the Corporation's Articles of Incorporation.

These Amended Articles of Incorporation have been signed on April 6<sup>th</sup>, 2018.

  
\_\_\_\_\_  
Michael Rosen Enterprises, Director/President