

P14000022222

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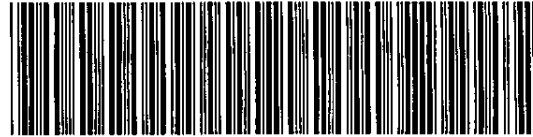
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-11-17



KRISTINE M. DALY
KDALY@DARROWEVERETT.COM

PROVIDENCE OFFICE

1 Turks Head Place, 12th Floor
Providence, RI 02903
Tel: 401.453.1200
Fax: 401.453.1201

January 5, 2017

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Via Federal Express (Tracking # 7781 1019 8414)

Re: Articles Of Amendment for Chestee Inc. - Doc #:P14000022222

Dear Sir/Madam:

Enclosed herewith, please find the fully-executed **Amended and Restated Articles of Incorporation of Chestee Inc.** Also enclosed is *one* (1) check in the amount of *thirty-five dollars* (\$35.00) for the fee to file the same.

If you have any questions regarding this matter, please feel free to contact us.

Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Kristine Daly', with a long, sweeping flourish extending to the right.

Kristine Daly

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Chestee Inc.

DOCUMENT NUMBER: P14000022222

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

Please return all correspondence concerning this matter to the following:

Kristine Daly
Name of Contact Person
DarrowEverett LLP
Firm/ Company
One Turks Head Place, 12th Floor
Address
Providence, RI 02903
City/ State and Zip Code

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

For further information concerning this matter, please call:

Chad Gottlieb, Esq. at (954) 278-8355
Name of Contact Person 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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHESTEE INC.**

CHESTEE INC. (the "**Corporation**"), a Florida Corporation incorporated and existing under and by virtue of the Florida Business Corporation Act, Florida Statutes, Chapter 607 (as may be amended, the "**FBCA**"), desires to amend and restate its Articles of Incorporation pursuant to Section 607.1007 of the FBCA, and does hereby certify as follows:

FIRST: The original Articles of Incorporation of the Corporation were filed with the Department of State, Division of Corporations of the State of Florida on March 11, 2014.

SECOND: These Amended and Restated Articles of Incorporation, which supersede and replace the original Articles of Incorporation and all amendments thereto, were approved and adopted by the sole director of the Corporation and all of the shareholders of the Corporation on January 4, 2017. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as hereinafter set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is **CHESTEE INC.**

**ARTICLE II
PURPOSE**

The Corporation is incorporated to engage in any lawful act or activity for which corporations may be organized under the FBCA.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1730 S. Federal Highway, # 264, Delray Beach, FL 33483.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 951 Yamato Rd., Suite 250, Boca Raton, FL 33431, and the name of the Corporation's registered agent at this office is Walter Messick LLP.

**ARTICLE V
CAPITAL STOCK**

Effective immediately upon the filing of these Amended and Restated Articles of Incorporation (the "**Effective Time**"), the Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, no par value (the "**Additional and Total Authorized Shares**").

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DIVISION OF CORPORATIONS

Immediately after giving effect to the Additional and Total Authorized Shares, each one (1) share of the Corporation's common stock that is issued and outstanding immediately prior to the Effective Time is and shall be automatically converted and reconstituted into nine (9) fully paid, nonassessable shares of common stock (or, with respect to such fractional interests, such lesser number as may be applicable based upon such nine-to-one (9-to-1) ratio) (the "**Forward Stock Split**"). The Forward Stock Split shall occur automatically without any further action by the holders of the shares of common stock affected thereby and whether or not the certificates representing such shares of common stock so reconstituted are surrendered to the Corporation or its transfer agent.

Each certificate that immediately prior to the Effective Time represented shares of common stock ("**Old Certificate(s)**") shall thereafter represent that number of whole shares of common stock into which the shares of common stock represented by the Old Certificate shall have been converted and/or reconstituted pursuant to the Forward Stock Split. The Corporation shall not be obligated to issue certificates evidencing the shares of common stock outstanding as a result of the Forward Stock Split unless and until the applicable Old Certificate is either delivered to the Corporation or the holder thereof notifies the Corporation that such Old Certificate has been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such Old Certificate. The authorized number of shares, and no par value per share, of common stock shall not be affected by the Forward Stock Split.

ARTICLE VI SOLE DIRECTOR

There shall be a single director of the Corporation. The initial director of the Corporation shall be Nicole Biscuiti, whose address shall be the same as the principal office of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the sole director.

ARTICLE VII DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the sole director may be taken without a meeting, without prior notice and without a vote if the action is taken by the written consent of the sole director. The action must be evidenced by one or more written consents describing the action taken and signed by the sole director, which consent(s) shall be filed in the official minute books of the Corporation in which proceedings of meetings of the sole director are recorded. Any action taken by written consent under this Article VII shall be deemed effective when the sole director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

ARTICLE VIII LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his

or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification 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 with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators and personal and legal representatives. The right to indemnification conferred by this Article IX shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the sole director, provide rights to indemnification and/or to the advancement of expenses to officers, employees and agents of the Corporation similar to those conferred in this Article IX to directors of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article IX shall not adversely affect any rights to indemnification and/or to the advancement of expenses of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

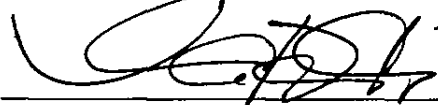
The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or expenses asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article IX.

**ARTICLE X
AMENDMENTS TO ARTICLES**

The Corporation reserves the right to alter, amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders is subject to this reservation.

THIRD: The foregoing restatements and amendments were approved and adopted by the sole director and all of the shareholders of the Corporation on January 4, 2017.

IN WITNESS WHEREOF, the undersigned has executed these **AMENDED AND RESTATED ARTICLES OF INCORPORATION** of **CHESTEE INC.** on this 4th day of January, 2017.

A handwritten signature in black ink, appearing to read 'Nicole Biscuiti', written over a horizontal line.

NICOLE BISCUITI, as Sole Director and President