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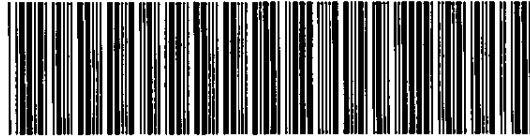
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TALLAHASSEE, FLORIDA

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C. CARROTHERS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2015

EDWARD BROOKS
3350 SW 27TH AVE APT 1103
MIAMI, FL 33133

Ref. Number: P1400056133

We have received your document for . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 015A00002210

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ASADOACASA CORP.

DOCUMENT NUMBER: P1400056133

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

Please return all correspondence concerning this matter to the following:

EDWARD BROOKS

Name of Contact Person

Firm/ Company

3350 SW 27TH AVE, APT 1103

Address

MIAMI, FL 33133

City/ State and Zip Code

T.BROOKS@BROOKSLAWPC.COM

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

For further information concerning this matter, please call:

EDWARD BROOKS 301 346-8793

Name of Contact Person at () Area Code & Daytime Telephone Number

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

☒ \$43.75 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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☐ \$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

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

Of ASADOACASA CORP

For Profit

In compliance with the requirements of Chapter 607, F.S., the undersigned desire to Amend and Restate the Articles of Incorporation of ASADOACASA CORP. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 30, 2014, Document No: P1400056133. These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Sole Shareholder of the Corporation effective as of December 31, 2014. Accordingly, the following Amended and Restated Articles of Incorporation are set forth below:

1. **Corporate Name**

The name of the corporation is ASADOACASA CORP (the "Corporation").

2. **Purpose**

The Corporation is formed for the purpose of marketing and selling food and food related products and any or all other lawful business purposes for which corporations may be formed.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 7601 SW 133rd Court, Miami, Florida, 33183. The name of the initial Registered Agent at this Registered Office is Armando Mon.

5. **Street Address of the Principal Office**

The street address of the principal office is 7601 SW 133rd Court, Miami, Florida, 33183.

The mailing address of the principal office is the same as the street address.

6. **Initial Directors**

The initial board of directors will consist of three directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

Name	Title	Address	City	State	Zip Code
Armando Mon	Chairman	7601 SW 133rd Court	Miami	Florida	33183
Wiley Corbett III	Director	3300 NE 192 nd Street, Apt 1618	Aventura	Florida	33180
Fernando Gonzalez	Director	21403 Fairhunt Drive	Ashburn	Virginia	20148

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 2000.

Common Shares

The Corporation is authorized to issue a total number of 1000 Common Shares and each share will have no par value.

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TALLAHASSEE, FLORIDA

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The Common non-redeemable, voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Common Shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Common Shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be monies of the Corporation properly applicable to the payment of dividends to Class A shareholders only.
- b. No dividend will at any time be declared and paid on or declared and set apart for the Common Shares so as to reduce the value of the issued Class A shares below their respective redemption amounts.
- c. Subject to the rights and privileges attached to the Class A shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its net assets among the shareholders by way of repayment of capital, the holders of the Common Shares will be entitled to receive and share equally in the net assets of the Corporation.
- d. The Common shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Common Shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Amended and Restated Articles of Incorporation.
- e. The holders of Common and Class A shares will together have unlimited voting rights. The holders of Common Shares will be entitled to one vote for each Common share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

Class A Preferred Shares

The Corporation is authorized to issue a total number of 1000 Class A shares and each share will have no par value.

The Class A non-redeemable, voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors, provided however the Class A shareholders are not entitled to participate in a payment of dividends out of monies which the Board of Directors have declared to be monies of the Corporation properly applicable to the payment of dividends to Common shareholders only.
- b. In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its assets among the shareholders by way of repayment of capital, the holders of the Class A shares will be entitled to receive the redemption amount on each share in priority to any net asset distribution to the holders of the Class A shares and any unpaid dividends declared by the Corporation. Other than the above redemption amount,

the holders of the Class A shares will not be entitled to share any further in the distribution of the property or assets of the Corporation.

- c. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- d. The holders of Common and Class A shares will together have unlimited voting rights. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

8. **Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. **Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. **Cumulative Voting**

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

13. **Indemnification of Officers, Directors, Employees and Agents**

The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. **Limitation of Liability**

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission

believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. **Effective Date of Filing**

This document will become effective on the date of filing.

16. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Armando Mon

Date:

1/15/15

17. **Sole Shareholder**

The name and address of the Sole Shareholder of ASADOACASA is set out below.

Name	Address	City	State	Zip Code
Armando Mon	7601 SW 133rd Court	Miami	Florida	33183

18. **Execution**

The foregoing amendments were adopted by the Sole Shareholder of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on January 15, 2015. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval. I, the undersigned, for the purpose of Amending and Restating the Articles of Incorporation of ASADOACASA CORP under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 15th day of January, A.D. 2015.

BY:

Armando Mon (Incorporator)

19. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Edward M Brooks

Telephone Number: 3013468793

Address: 3350 SW 27th Ave, Apt 1103, Miami, Florida, 33133

E-mail Address: tbrooks@brookslawpc.com