

2015-10-06 13:42

Vasallo Sloane P.L. 8663892760 >> 850-617-6381

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P14000070491

Florida Department of State
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Amend & ReState

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September 17, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROMANS 120 INC
5385 VINELAND ROAD
ORLANDO, FL 32811US

SUBJECT: ROMANS 120 INC
REF: P14000070491

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Regulatory Specialist III

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Maryann V. Thomas, ACP, FCP, FRP
Advanced Certified Paralegal
Florida Certified Paralegal
Florida Registered Paralegal
mthomas@vasallosloane.com

October 5, 2015

VIA FACSIMILE

Darlene Connell, Regulatory Specialist III
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Romans 120 Inc
Ref.: P14000070491

Dear Ms. Connell:

In response to your letter, dated September 17, 2015, a copy of which is provided for your reference, with this letter, we are re-submitting another set of Amended and Restated Articles of Incorporation for the above-referenced entity. If you have any questions, or if you require any additional information to process this filing, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Maryann V. Thomas".

Maryann V. Thomas

MVT
Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROMANS 120 INC**

FILED
15 OCT -5 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (the "*Amended and Restated Articles*") of ROMANS 120 INC, a Florida corporation (the "*Corporation*"), are submitted in accordance with Section 607.1007, Florida Statutes, for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended and Restated Articles shall be as set forth in Article SECOND below.

- FIRST:**
- (i) The Corporation's present name is "ROMANS 120 INC."
 - (ii) The Articles of Incorporation of the Corporation were filed on August 25, 2014.
 - (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
 - (iv) These Amended and Restated Articles do not provide for an exchange, reclassification, or cancellation of issued shares.
 - (v) The date of adoption of these Amended and Restated Articles was September 11, 2015.
 - (vi) These Amended and Restated Articles were approved by the shareholders of the Corporation and the number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.

SECOND: The Amended and Restated Articles of the Corporation are as follows:

**"ARTICLE I
NAME**

The name of the corporation is "*Romans 120 Inc.*"

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ARTICLE II
PURPOSES

The Corporation is organized for the purposes of conducting any and all lawful business permitted of a corporation organized under the Florida Business Corporation Act.

ARTICLE III
SHARES

The number of shares which the Corporation shall have authority to issue is One Million (1,000,000), consisting of a single class of common stock, no par value per share.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the Corporation's corporate existence was deemed to have commenced at 12:01 a.m. on August 25, 2014, the date of acceptance for filing of the original Articles of Incorporation by the Florida Division of Corporations.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

5385 Vineland Road
Orlando, Florida 32811

The location of the Principal Office shall be subject to change as provided in the Bylaws duly adopted by the Corporation (the "*Bylaws*").

ARTICLE VI
REGISTERED AGENT AND OFFICE

The registered agent and registered office address of the Corporation are as follows:

Michael J. Iamaio
5385 Vineland Road
Orlando, Florida 32811

ARTICLE VII
BOARD OF DIRECTORS; OFFICERS

A. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "*Board*"). In addition to the powers and authority conferred upon it by statute or by the Articles of Incorporation or by the Bylaws, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the

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Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "*Officers*"). Such Officers shall have the power and authority delegated to them by the Board.

B. The number of directors initially constituting the Board of the Corporation is two (2). The number of directors may be increased or decreased from time to time pursuant to the Bylaws, but in no event shall the number of directors be less than one (1). Unless otherwise provided in the Bylaws, election of directors need not be by written ballot. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders of the Corporation or until their earlier death, resignation or removal in accordance with the Bylaws are as follows:

Michael J. Iamato
David Wain

C. The names of the persons who are to serve as the Officers until the next annual meeting of the Board, or until their earlier death, resignation or removal, are as follows:

President	Michael J. Iamato
Vice President, Secretary, Treasurer	David Wain

D. The Officers shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, the Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws.

ARTICLE VIII INDEMNIFICATION

The officers and directors of the Corporation shall be entitled to indemnification to the extent provided in the Bylaws of the Corporation, subject to the applicable requirements of the Florida Business Corporation Act.


Michael J. Iamato
President

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