

P14000082555

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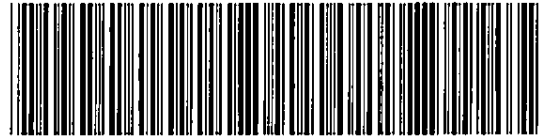
(Business Entity Name)

(Document Number)

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2025 FEB 17 AM 8:43

TALLAHASSEE, FLORIDA

2025 FEB 12 AM 10:59

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FTL 500 CORP

Please Debit FCA000000003 For: 43.75

Thank you Seth Neeley



- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

Signature

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2025

CAPITAL CONNECTION

SUBJECT: FTL 500 CORP.
Ref. Number: P14000082555

We have received your document for FTL 500 CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may file The Articles of Amendment or Amended and Restated Articles of Incorporation.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

Neysa Culligan
Regulatory Specialist III

Letter Number: 125A00003146

February 13, 2025

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FTL 500 CORP.**

FILED

2025 FEB 17 AM 8:43

TALLAHASSEE, FLORIDA

I, the undersigned Director to these Amended and Restated Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapters 607, Florida Statutes.

These Amended and Restated Articles of Incorporation were: authorized by the shareholder of the Corporation, and the number of votes cast for the amendments were sufficient for approval; and approved and adopted by the Board of Directors of the Corporation, in accordance with the requirements of the Corporation's formative documents and Florida law, on January 28, 2025. Upon the filing with the State of Florida Division of Corporations, these Amended and Restated Articles of Incorporation shall cancel and annul the Corporation's Articles of Incorporation filed on October 7, 2014 with the same office, and shall constitute the Articles of Incorporation of the Corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

FTL 500 CORP.

**ARTICLE II
PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION**

The principal office or mailing address of the Corporation shall be:

290 N.W. 165 Street, Suite M-300
Miami, Florida 33169

**ARTICLE III
NATURE OF BUSINESS**

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:
 - (i) To purchase, own, operate and lease that certain office building, parking garage and retail space containing approximately 325,000 square feet of rentable area, the address of which is 500 East Broward Boulevard, Fort Lauderdale, Florida (the "Office Building");
 - (ii) To exercise all corporate powers enumerated in the general corporation law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.
2. Subjection to paragraph 1 of this Article III, the Corporation shall have all of the powers

conferred upon a corporation by the laws of the State of Florida, as they were from time to time enacted, or of any other state or country and which are not prohibited by the Florida Business Corporation Act.

3. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by references to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 1,000 shares of common stock.

The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as same is adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

The Board of Directors shall be, by the affirmative vote of a majority of the directors then in office, authorized to issue in the future, shares of stock of more than one class or more than one series with preferences, limitations and relative rights in respect to such classes or series as the Board may determine.

ARTICLE V TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

1395 Brickell Avenue, Suite 800
Miami, Florida 33131

The Initial Registered Agent of this Corporation at that address is Lynn B. Lewis.

ARTICLE VII BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than 3, nor more than 5, Directors.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are duly elected or appointed and have qualified is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alvaro Americo Dasilva	290 N.W. 165 Street, Suite M-300 Miami, Florida 33169
Salustiano C.L Dasilva	290 N.W. 165 Street, Suite M-300 Miami, Florida 33169
Elidia Hertzog Dasilva	290 N.W. 165 Street, Suite M-300 Miami, Florida 33169

ARTICLE IX
ORIGINAL INCORPORATOR

The individual who originally organized this Corporation and executed the Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alvaro Americo Dasilva	290 N.W. 165 Street, Suite M-300 Miami, Florida 33169

ARTICLE X
SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following special provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.
2. Except as may be provided in any shareholders agreement, no shareholder of the Corporation may transfer or otherwise dispose of his or her shares of stock in this Corporation. No shares of stock in this Corporation may be pledged or hypothecated in any manner.
3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.
4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders,

shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (i) A pension plan;
 - (ii) A profit-sharing plan;
 - (iii) A medical-dental reimbursement plan;
 - (iv) A stock bonus plan;
 - (v) A thrift and savings plan;
 - (vi) A stock option plan; or
 - (vii) Other retirement, death benefit or incentive compensation plans.
5. No contract or other transaction between the Corporation and any other person, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No Person shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.
6. The Corporation shall have the authority to Indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys' fees and costs of the indemnitee which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses of the indemnitee. The Corporation is authorized to obtain and pay for insurance to cover this risk.

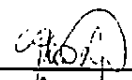
ARTICLE XI DIRECTORS AND OFFICER DUTIES AND LIABILITY

Each director, when voting with respect to any of the matters set forth in these Articles of Incorporation or otherwise exercising his or her rights or performing his or her duties under these Articles of Incorporation and the Corporation's other governing documents shall have a fiduciary duty of loyalty and care as imposed by the Florida Business Corporations Act, as same may be amended; provided to the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for any monetary damages resulting from any breach of such fiduciary duty of loyalty and care. Any repeal or

modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XII
INDEMNIFICATION CLAIMS

The undersigned has made and subscribed these Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes of aforesaid, this 28th day of January, 2025.

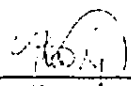


Alvaro Americo Dasilva
Incorporator/Director

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
FOR
FTL 500 CORP.**

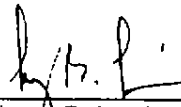
In pursuance of Chapters 48 and 607, Florida Statutes, FTL 500 Corp., having filed its Articles of Amendment to Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein that 1395 Brickell Avenue, Suite 800, Miami, Florida 33131, has named Lynn B. Lewis located thereat as its Registered Agent to accept service of process within this state.

FTL 500 Corp.



Alvaro Americo Dasilva
Incorporator/Director

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Lynn B. Lewis
Registered Agent

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TALLAHASSEE, FLORIDA