

Division of Corporations

P14000094163

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet*Re-ent*

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000123737 3)))



H150001237373ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: atzanetatos@gunster.com**COR AMND/RESTATE/CORRECT OR O/D RESIGN
IGV ELEVATOR US, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing Menu

Help

MAY 22 2015
C McNAIR

FAX AUDIT NUMBER
H15000123737 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IGV ELEVATOR US, INC.
(A Florida For Profit Corporation)**

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act, IGV ELEVATOR US, INC., adopts the following Amended and Restated Articles of Incorporation, which were initially filed on November 19, 2014, and assigned Document Number P1400009416:

ARTICLE 1

NAME

The name of the Corporation is IGV Elevator US, Inc. (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation is 7610 NE 4th Court, Suite 101, Miami, Florida 33138.

ARTICLE 5

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 500 shares of common stock with no par value.

FAX AUDIT NUMBER
H15000123737 3

FILED
15 MAY 21 AM 2:53
CLERK OF DISTRICT COURT
MAY 21 2015
CLERK OF DISTRICT COURT

FAX AUDIT NUMBER
H15000123737 3

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 200 South Biscayne Boulevard, 6th Floor, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is Richard A. Berkowitz, JD CPA.

ARTICLE 7

DIRECTORS AND OFFICERS

(a) Number. The Corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the directors of the Corporation are:

Matteo Volpe
7610 NE 4th Court, Suite 101
Miami, Florida 33138

Maria Volpe
7610 NE 4th Court, Suite 101
Miami, Florida 33138

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(c) Officers. The name and address of the officers of the Corporation are:

<u>Office</u>	<u>Officer Name</u>	<u>Officer Address</u>
President	Giancarlo Antona	7610 NE 4 th Court, Suite 101 Miami, Florida 33138
Treasurer	Giancarlo Antona	7610 NE 4 th Court, Suite 101 Miami, Florida 33138
Secretary	Giancarlo Antona	7610 NE 4 th Court, Suite 101 Miami, Florida 33138

FAX AUDIT NUMBER
H15000123737 3

ARTICLE 8 INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 9 BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

FAX AUDIT NUMBER
H15000123737 3

ARTICLE 10

EFFECTIVE DATE

The "Effective Date" of these Amended and Restated Articles of Incorporation shall be the date and time this document is accepted for filing by the Secretary of State of the State of Florida.

ARTICLE 11

ADOPTION OF AMENDMENTS

Each amendment set forth hereinabove was approved by the Corporation's Board of Directors on May 21, 2015, and was approved and properly adopted by the Corporation's shareholders on May 21, 2015. The number of votes cast for each amendment by the shareholders was sufficient for approval.

These duly adopted Amended and Restated Articles of Incorporation of the Corporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF the undersigned has executed these Restated and Amended Articles as of the 21st day of May, 2015.

IGV ELEVATOR US, INC., a Florida
corporation

By: /s/ Giancarlo Antona

Giancarlo Antona, President

WFB_ACTIVE 6393036.3