

P150000 20166

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

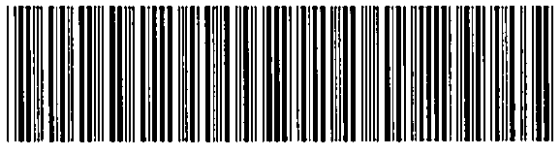
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400435278334

*Restated
Articles*

FILED
2024 OCT 22 AM 11:27
CLERK OF SUPERIOR COURT
STATE OF NEW YORK

*02250, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2024

FLORIDA CAPITAL COURIER SERVICES, INC.

TALLAHASSEE, FL 32309

SUBJECT: BCS USA INC
Ref. Number: P15000020166

We have received your document for BCS USA INC and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

In order to include the entire Articles of Incorporation they must file Amended and Restated Articles of Restated Articles. I have enclosed a form for the Restated Articles.

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.

Annette Ramsey
OPS

Letter Number: 824A00022130

RECEIVED
2024 OCT 22 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: **BCS USA INC**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: **Rodrigo P Silva**

Name (Printed or typed)

10 FAIRWAY DRIVE STE 306

Address

Deerfield Beach FL 33441

City, State & Zip

954 623 7615

Daytime Telephone number

info@rsaccountingtax.com

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

NOTE: Please provide the original and one copy of the document.

FLORIDA CAPITAL COURIER SERVICES, INC

2530 CLARE DRIVE

TALLAHASSEE, FL 32309

(850) 524-54372

(850) 524-6243

Please use funds from the account I20210000160: ~~\$25.00~~ 35.00

Authorization Signature: 

BCS USA INC

P15000020166

Business

Document #

☐ Walk in

☐ Will wait

☐ ☐ Certified Copies of the Articles of Incorporation

☐ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ LLC

☐ Domestication

☐ INC

☐ CORP

☐ OTHER

AMENDMENTS

☒ Amendment

☐ Resignation of R.A. Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Conversion

☐ Statement of Correction.

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Statement of Authority

☐ APOSTIL _____

COUNTRY

REGISTRATION/QUALIFICATIONS

☐ Foreign Filing

☐ Partnership

☐ Reinstatement

☐ CORRECTION for a Foreign LLC

☐ Domestication of a Foreign Corp.

_____ Other

EXAMINER'S INITIALS: _____

FILED

2024 OCT 22 AM 11:27

CLERK OF DISTRICT COURT
HONOLULU, HAWAII

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation is: BCS USA INC

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

PLEASE SEE ATTACHED RESTATED ARTICLES OF INCORPORATION

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action
(Check One)

Title

Name

Address

1) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

- ☐ The amendment(s) is/are being filed pursuant to s. 607.0120(11)F, F.S.

The date of each amendment(s) adoption is: _____
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

- ☒ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

- ☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

The number of votes cast for the amendment was/were sufficient for approval by

(voting group)

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 10/21/2024

Signature: BRUNO M SILVESTRE

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

BRUNO M SILVESTRE

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

ARTICLES OF INCORPORATION OF:

BCS USA INC

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of this corporation is BCS USA INC.
(Hereinafter, "Corporation").

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - NATURE I PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

1. This Corporation is authorized to issue 100 shares of \$1.00 per value common stock that shall be designated to "Common Shares".
2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of officers(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of officer(s) may redeem advisable in connection with such issuance.
3. The Board of officers(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of officers(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.



ARTICLE V - LOCATION

The Street, Address, City and State in which the principal office of the corporation is to be located are 10 FAIRWAY DRIVE, SUITE 306, DEERFIELD BEACH, FL 33441. The Board of officer(s) may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

NAME: BRUNO M SILVESTRE & BRUNO CRUZETA

ADDRESS: 10 FAIRWAY DRIVE, SUITE 306, DEERFIELD BEACH, FL 33441

ARTICLE VII - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of officers(s), proposed by them to the stockholders and approved at a stockholder meeting by most of the stock entitled to vote thereon.

ARTICLE VIII - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all his stock
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.



10 FAIRWAY DRIVE SUITE 306

DEERFIELD BEACH, FL 33441

Email: bcs@bcsusa.us

ARTICLE IX - POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, to the full extent permitted by law.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII - INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is BRUNO M SILVESTRE and the name of the initial registered agent of this corporation at that address is **10 FAIRWAY DRIVE SUITE 306 DEERFIELD BEACH FL 33441.**



ARTICLE XIV - BYLAWS

The Board of officer(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Vice-Presidents equal to a majority of the number who would constitute a full Board of Vice-President(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV - EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately upon approval of State of Florida.

ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer to the full extent permitted by law.

ARTICLE XVII - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

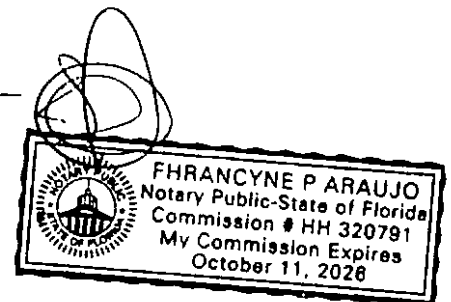
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this March 02 2015.



BRUNO M SILVESTRE
President



BRUNO CRUZETA
President



BCS USA

10 FAIRWAY DRIVE SUITE 306
DEERFIELD BEACH, FL 33441
Email: bcs@bcsusa.us

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is **BCS USA INC.**
2. The name and address of the registered agent and office is:

BRUNO M SILVESTRE

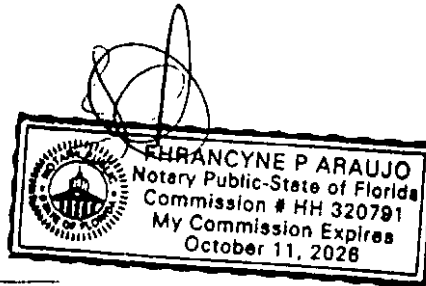
Registered Agent

10 FAIRWAY DRIVE
SUITE 306
DEERFIELD BEACH, FL 33441
Address

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
March, 2015.



BRUNO M SILVESTRE
President



BCS USA

10 FAIRWAY DRIVE SUITE 306
DEERFIELD BEACH, FL 33441
Email: bcs@bcsusa.us

MINUTES OF ORGANIZATIONAL MEETINGS OF BCS USA INC

The organizational meeting of BCS USA INC, a Corporation Organized under the laws of the State of Florida, was held by the initial Board of Officer(s) on March 2nd, 2015.

The following President was present at the meeting:

BRUNO M SILVESTRE

BRUNO CRUZETA

The President presented a form of stock certificate for use by the Corporation. After discussion and upon motion duly made, and unanimously adopted, it was RESOLVED, that the form of certificate presented at the meeting be and is approved as the form of stock certificate to be used by the Corporation in the issuance of its common stock. It was further RESOLVED that the Corporation shall not issue uncertified shares of its common stock.

Upon motion duly made and unanimously adopted, it was RESOLVED that the common stock of the Corporation be issued to the following persons, in the following amounts, for the following consideration, the value of which was determined by the Board of Vice-Presidents to be the value shown below:



NAME/TITLE ADDRESS	SHARE/STOCK PERCENTAGE
BRUNO M SILVESTRE 10 FAIRWAY DRIVE, SUITE 306 DEERFIELD BEACH, FL 33441	51%
BRUNO CRUZETA 10 FAIRWAY DRIVE, SUITE 306 DEERFIELD BEACH, FL 33441	49%


Upon motion duly made and unanimously adopted, it was RESOLVED that the Corporation ratify and adopt all previous resolutions, actions, and proceedings of the incorporators of the Corporation made and entered into, for, or on behalf of the Corporation, including the filing of the Articles of Incorporation of the Corporation.

There being no further business to come before the meeting, upon motion duly made and unanimously adopted, the meeting was adjourned.

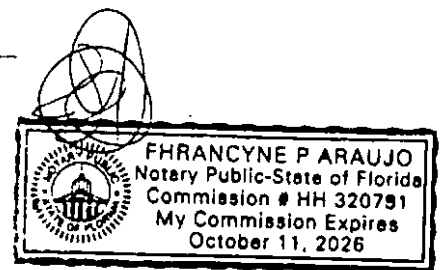
Approved:



BRUNO M SILVESTRE
President



BRUNO CRUZETA
President



BCS USA

10 FAIRWAY DRIVE SUITE 306
DEERFIELD BEACH, FL 33441
Email: bcs@bcsusa.us