

P15 000045129

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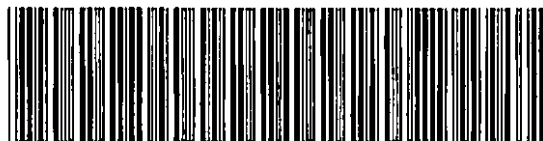
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DEC 02 2020
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Amended

DEC 02 2020
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FRESHLY V INC

DOCUMENT NUMBER: P15000045129

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

Please return all correspondence concerning this matter to the following:

KELLY GARCES

Name of Contact Person

GARCES LAW FIRM, P.A.

Firm/ Company

2655 S LEJEUNE ROAD, SUITE 307

Address

CORAL GABLES, FL 33134

City/ State and Zip Code

kgarces@garceslaw.com

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

For further information concerning this matter, please call:

Kelly Garces at (305) 728-3110
Name of Contact Person Area Code & Daytime Telephone Number

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

- | | | | |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2020

KELLY GARCES
GARCES LAW FIRM, P.A.
2655 S. LEJEUNE ROAD - STE. 307
CORAL GABLES, FL 33134

SUBJECT: FRESHLY V INC
Ref. Number: P15000045129

We have received your document for FRESHLY V INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 120A00024173

ARTICLES OF AMENDMENT OF FRESHLY V INC.

October 19, 2020

The Articles of Incorporation of FRESHLY V INC shall be amended as follows:

The Articles of Incorporation shall be deleted in its entirety and the following shall be added in its place:

ARTICLE I NAME

The name of the corporation is FRESHLY V INC.

ARTICLE II COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on May 19, 2015.

ARTICLE III PURPOSE

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

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 175 SW 7th Street, Suite 1808, Miami, FL 33130.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. The shares of common stock of the corporation may by action of the board of directors at a duly called and noticed meeting and approved at that directors meeting by the holders of a majority of the directors, or unanimous consent in lieu thereof, may divided into one or more series having varying voting rights so long as corporation's election of status as a "Subchapter S" corporation pursuant to the United States Internal

Revenue Code of 1986, as amended, is not invalidated. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property.

tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation of the same series as already held (if there are differing series) that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of that series of common stock held at the time of the issue bears to the total number of shares of that series of common stock outstanding. This right is waived by any holder of a series of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of a series of common stock shall not have, solely because of his holdings of one or more series of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have solely because of his holdings of preferred stock a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the office of the corporation is 175 SW 7th Street, Suite 1808, Miami, FL 33130, and the name of the corporation's initial registered agent at that address is Raul Marin-Gainza.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1), and if more than one series of common stock is authorized by action of the directors, then shall never be less than two (2), one elected by each series of common stock. The name(s) and street address(es) of the initial director(s) are:

NAME

ADDRESS

JORGE VALLADARES	13815 SW 106 TERRACE, MIAMI, FL 33186
RAYNIER PLASENCIA	8416 NW 201 TERRACE, HIALEAH, FL 33015
CLAUDIO SIRA	7610 NW 25 St. Suite 02, Doral, Miami, Fl 33122
JOSE SIMOZA	7610 NW 25 St. Suite 02, Doral, Miami, Fl 33122

ARTICLE IX. OFFICERS

The name and street address of the officers are:

Name	Address	Title
Jorge Valladares	13815 SW 106 TERRACE, MIAMI, FL 33186	Vice-President
Raynier Plasencia	8416 NW 201 TERRACE, HIALEAH, FL 33015	President
Claudio Sira	7610 NW 25 St. Suite 02, Doral, Miami, FL 33122	Vice-President
Jose Simoza	7610 NW 25 St. Suite 02, Doral, Miami, FL 33122	Treasurer

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders with a majority of the shares entitled to vote (the series "A" common shares), except that the board of directors may not amend or repeal any by law adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote (the series "A" common shares) on the matter or in such other manner as may be provided by law.

**ARTICLE XIII. CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

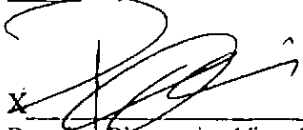
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FRESHLY V INC
2. The name and address of the registered agent and office is:
Raul Marin-Gainza, 175 SW 7th Street, Suite 1808, Miami, FL 33130

The foregoing amendment was adopted on October 14, 2020 by all of the shareholders and all of the directors of the corporation, pursuant to Sections 607.0704 and 607.0821, Florida Statutes, as evidenced by their signatures on a Unanimous Consent manifesting their intention that the foregoing amendment to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned President and Vice-President of this corporation have executed these Articles of Amendment, this 19 day of October 2020.

X 
Jorge Valladares, President

X 
Raynier Plasencia, Vice-President