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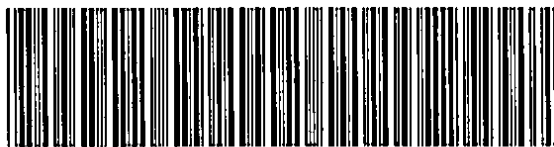
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GREATEST HOTEL GROUP, INC.

DOCUMENT NUMBER: P16000028804

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

Please return all correspondence concerning this matter to the following:

Kevin Carmichael
Name of Contact Person
Wood, Buckel and Carmichael
Firm/ Company
2150 Godlette-Frank Rd 6th Floor
Address
Naples, FL 34102
City/ State and Zip Code

k2c@swbc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bonie Montalvo at (239) 239-552-4138
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 checked="" type="checkbox"/> \$35 Filing Fee | <input 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended and Restated
Articles of Incorporation
of
Greatest Hotels Group, Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§607.0120, 607.0601, 607.10025(6), 607.1003 and 607.1007 of the Florida Statutes, Greatest Hotels Group, Incorporated, a Florida Corporation ("Corporation") Amends and Restates its Articles of Incorporation in their entirety and provides notice to the Florida Department of State, Division of Corporations of a Division of the Authorized Capital of the Corporation approved by both the Board of Directors and Shareholders:

ARTICLE I

The name of the Corporation shall be:

GREATEST HOTELS GROUP, INC.

ARTICLE II

The street address of the principal office and mailing address of the Corporation is:

777 Brentwood Pt.
Naples, Florida 34110

ARTICLE III

The Corporation is permitted to engage in all lawful business permitted under Florida law. The specific purposes of the business may be set forth in the Bylaws.

ARTICLE IV

Pursuant to a Written Consent in lieu of a Joint Meeting of the Board of Directors and Shareholders of the Corporation on the 21 day of JULY, 2017 the Authorized Capital of the Corporation has been modified so that the Corporation is authorized to issue Thirty-Five Million (35,000,000) Shares of Common and Preferred Stock.

This amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series at the time of this Amendment and Restatement and does not result in a change in the percentage of authorized shares that remain unissued before or after the division. The Classes of shares affected by the division is the previously authorized Three Million (3,000,000) common shares par value (\$0.001) and the One Million (1,000,000) preferred shares par value (\$0.001). The number of and class of shares affected are One Million Eight Hundred Thousand (1,800,000) Common shares. The Common shares shall be split 10 for 1 so that the Corporation shall be authorized to issue in total Thirty Million (30,000,000) Common

Shares. The par value of the Common Shares following the division shall be (\$0.0001). The Authorized Common Shares shall be further divided into Two (2) series of Common Shares. Twenty-Six Million (26,000,000) of the Common Shares shall be designated as Series A Voting Common Shares par value (\$0.0001) and Four Million (4,000,000) Series B non-Voting Common Shares par value (\$0.0001). The holders of issued and outstanding Common shares shall receive 10 shares of Series A Voting Shares par value (\$0.0001) for each Common share par value (\$0.001) that such common shareholder holds or is otherwise entitled to as a result of the division.

The authorized preferred shares shall be divided 5 for 1 so that the Corporation may issue Five Million (5,000,000) preferred shares par value (\$0.0002). No Preferred Shares have been or shall be issued without further amendment of these Articles.

The preferred shares may be issued in one or more series, as designated by the Board of Directors, with the preferred shares of each series being designated in a manner to distinguish them from preferred shares of all other series. Authority is expressly granted to the Board of Directors at any time and from time to time before the issuance of any preferred shares of a particular series to determine, within the limits set forth in Section 607.0601 Florida Statutes, the designation of such series, the number of preferred shares to comprise such series and the preferences, limitations and relative rights of such series. Prior to the issuance of any preferred shares of a series so designated by the Board of Directors, the corporation shall file articles of amendment with the Florida Department of State as required by Section 607.0602 Florida Statutes.

ARTICLE V

The Corporation shall have no less than One (1) and no more than Nine (9) directors as set forth in the Bylaws. The method of election of directors shall be as set forth in the bylaws.

The Board of Directors shall have the authority to establish and staff an Advisory Board in accordance with the Bylaws.

ARTICLE VI

The name and Florida street address of the Registered Agent of the Corporation is:

Dwight C. Gould
777 Brentwood Pt.
Naples, Florida 34110

ARTICLE VII

The Corporation has elected to be treated as an S corporation pursuant to the provisions of Subchapter S of the Internal Revenue Code (IRC §1361, et. seq.). This

status may be rescinded by the Shareholders owning not less than Two-thirds (2/3rds) of the outstanding shares of the Corporation at a meeting called for such purpose in accordance with the Bylaws.

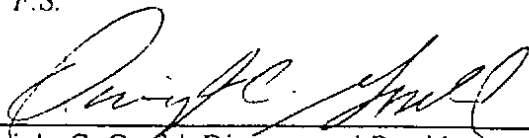
The Corporation shall not create a specific class of or issue Preferred Shares without notice to the Shareholders of its intention to terminate the S election.

ARTICLE VIII

These Articles may be amended by an affirmative vote of two-thirds of the total directors then appointed at a meeting called for such purpose; provide that any provision require the consent of the shareholders in the aggregate or of a specific class or series of shares shall be authorized by a majority in interest of such shareholders.

This Amendment and Restatement of the Articles of Incorporation was adopted by the unanimous written consent of all of the shareholders and all of the directors in accordance with the bylaws on 21 July, 2017 and the number approving (100%) was sufficient for approval.

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 §817.155, F.S.


Dwight C. Gould, Director and President