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Amend

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rock Gym & Wellness, Inc.

DOCUMENT NUMBER: P17000014863

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

Please return all correspondence concerning this matter to the following:

Carlos A. Ziegenhirt, Esq.
Name of Contact Person
Carlos A. Ziegenhirt, P.A.
Firm/ Company
1190 S. LeJeune Road
Address
Miami, FL 33134
City/ State and Zip Code

carlos@caz-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carlos A. Ziegenhirt, Esq. at (305) 666-1330
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 15, 2017

CARLOS A. ZIEGENHIRT, ESQ.
CARLOS A. ZIEGENHIRT, P.A.
1190 S. LEJEUNE ROAD
MIAMI, FL 33134

SUBJECT: ROCK GYM & WELLNESS, INC.
Ref. Number: P17000014863

We have received your document for ROCK GYM & WELLNESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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: 117A00025412

Articles of Amendment
to
Articles of Incorporation
of

Rock Gym & Wellness, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P17000014863

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

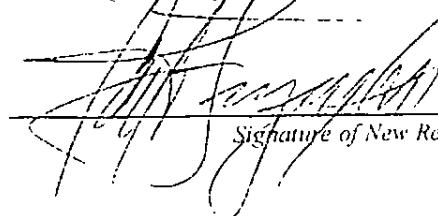
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Carlos A. Ziegenhirt, P.A.
1190 S. LeJeune Road
(Florida street address)

New Registered Office Address: Miami, Florida 33134
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change	<u>VTD</u>	<u>Ana Nuzzo</u>	<u>9737 NW 41st Street, Ste.337</u>
<u> </u> Add			<u>Doral, FL 33178</u>
<u> </u> Remove			
2) <u> </u> Change	<u>SD</u>	<u>Mauren Vilma Zamora</u>	<u>9737 NW 41st Street, Ste. 337</u>
<u>X</u> Add			<u>Doral, FL 33178</u>
<u> </u> Remove			
3) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See Attached Amended Articles of Incorporation attached hereto.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

**AMENDED
ARTICLES OF INCORPORATION**

FOR

ROCK GYM & WELLNESS, INC.

ARTICLE ONE

The name and principal address of the corporation shall be:

Rock Gym & Wellness, Inc.
1334 SW 160th Street
Weston, FL 33326

The mailing address of the corporation shall be:

9737 NW 41st Street, Suite 337
Doral, FL 33178

**ARTICLE TWO
NATURE OF BUSINESS**

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

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: February 8, 2017.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (500.00) Dollars, or such greater amount as may be required by law.

This document prepared by:
Carlos A. Ziegenhirt, Esq.
Florida Bar No.: 178896
1190 S. LeJeune Road
Miami, FL 33134
Tel: 305-666-1330 - Fax: 305-443-7868

ARTICLE FIVE NUMBER OF DIRECTORS

This Corporation shall at all times have at least one (1) Director who is a citizen of the United States of America. The Shareholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have minimum of one (1) Director.

ARTICLE SIX CLASSES OF DIRECTORS

The Bylaws of this Corporations may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually, unless there shall be only one (1) Director, in which case the Director shall be elected annually, by a Majority vote of the Shareholders entitled to vote.

ARTICLE SEVEN AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 100.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$0.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

- (e) The Corporation shall issue shares to the Shareholders in the number of shares as listed herein below:

Ana Nuzzo: 90 Shares
Luis Nuzzo: 10 Shares

- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.
- (h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- (i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

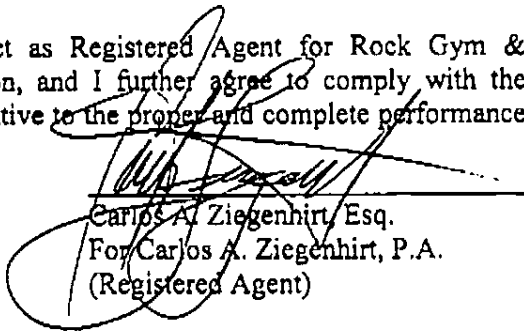
ARTICLE NINE PRINCIPAL OFFICES OF CORPORATION

The principal offices of the corporation shall be at 1334 SW 160th Street, Weston, FL 33326 .

ARTICLE TEN REGISTERED OFFICE AND REGISTERED AGENT

The registered agent for the Corporation is Carlos A. Ziegenhirt, P.A. and the registered agent's address is 1190 S. LeJeune Road, Miami, FL 33134.

I **HEREBY AGREE** to act as Registered Agent for Rock Gym & Wellness, Inc., a Florida corporation, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Carlos A. Ziegenhirt, Esq.
For Carlos A. Ziegenhirt, P.A.
(Registered Agent)

DIRECTORS

The undersigned individual, competent to contract, executes these Articles of Incorporation as incorporator. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointments.

Director/Vice-President/Treasurer: Ana Nuzzo
Director/Secretary: Mauren Vilma Zamora

IN WITNESS WHEREOF, the undersigned Incorporator does make, subscribe, acknowledge, and file this Certificate for the sole purpose of forming a Corporation for profit under the laws of the State of Florida.

Dated: November 29, 2017

Ana Nuzzo

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ana Nuzzo, who is the person named in the document requiring notarization and is (X) personally known to me or (X) produced ID passport as identification and who executed the foregoing Amended Articles of Incorporation, and she acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 29 day of November, 2017.



Romy Montero
NOTARY PUBLIC, State of Florida

My Commission Expires:

11/8/17

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

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *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(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 11/8/17 _____

Signature _____

(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)

Ana Nuzzo

(Typed or printed name of person signing)

Vice-President and Director

(Title of person signing)