

P170000062517

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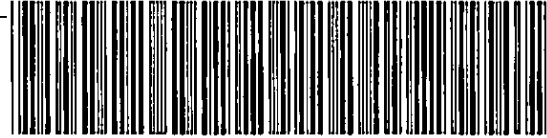
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OCT 19 2017

C. MCNAIR

Gloucester County  
215 Fries Mill Road  
Turnersville, NJ 08012

Camden County  
1101 Crane Drive, Suite 100  
Cherry Hill, NJ 08003

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LAW OFFICE OF  
**C. RICHARD ROPKA, LLC**

*C. Richard Ropka, LLM (Tax)*

*Admitted to:  
State of New Jersey  
United States Supreme Court  
United States District Court  
United States Tax Court  
United States Court of Claims*

October 12, 2017

***Via Federal Express***  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

***Re: Hot Gyros and More, Inc.  
Articles of Amendment***

Dear Sir or Madam,

This firm represents the above-named entity which seeks to amend its Articles of Incorporation. To that end, find enclosed an Original and One (1) copy of an "Certificate of Amendment to the Articles of Incorporation."

Also enclosed is our firm's check in the amount of Thirty-Five Dollars (\$35.00) made payable to the Florida Department of State to cover the filing fee. Kindly file and process these documents according to your normal procedures and forward a "filed" stamped copy to this office immediately. Thank you for your kind attention in this matter. Should you have any questions, please contact me.

Very truly yours,

*Charles R. Ropka, Esq.*  
C. Richard Ropka, Esquire

CRR/tm  
Enclosures

2017 OCT 17 AM 10:39

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Hot Gyros and More, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** P17000062517

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles R. Ropka, Esq.

\_\_\_\_\_  
Name of Contact Person

Law Office of C. Richard Ropka, LLC

\_\_\_\_\_  
Firm/Company

215 Fries Mill Rd

\_\_\_\_\_  
Address

Turnersville, NJ 08012

\_\_\_\_\_  
City/State and Zip Code

fax@ropkalaw.com

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

For further information concerning this matter, please call:

Charles R. Ropka, Esq.

at ( 856 ) 374-1744

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$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

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

**HOT GYROS AND MORE, INC.**

DOCUMENT NUMBER: **P17000062517**

2017 OCT 17 AM 10:38

Pursuant to the provisions of Section 607.1006, Florida Business Corporation Act, the undersigned corporation executes the following Articles of Amendment to its Articles of Incorporation:

- A. The name of the corporation is: **HOT GYROS AND MORE, INC.**
- B. Principal Place of Business address: **260 Daniels Parkway, Skywalk Plaza, Fort Myers, FL 33913**
- C. Mailing Address of the Corporation: **6704 Mill Road, Egg Harbor Township, New Jersey 08234**

The following amendments to the Certificate of Incorporation were approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 11<sup>th</sup> day of October 2017.

**RESOLVED**, that Article FOURTH of the Articles of Incorporation be amended to read as follows:

**A. SHARE STRUCTURE.** The aggregate number of shares of all classes of stock that the corporation has authority to issue is One Thousand (1,000) shares of common stock, which are divided into two (2) classes, as follows:

- (a) 100 shares of Class A voting common stock; and
- (b) 900 shares of Class B non-voting common stock.

1. The number of shares outstanding at the time of the adoption of the amendment was one hundred (100). The total number of shares entitled to vote there on October 11, 2017, is 100 shares.

2. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting

FOR

AGAINST

100

0

3. The shares currently owned by **Marina Lios** shall be cancelled and replaced with all the shares of both Class A and Class B Common Stock issued by this amendment.

4. The following provisions shall be added to the Articles of Incorporation.

## **B. PURPOSES AND POWERS.**

The nature of this business or purposes to be conducted or promoted of the corporation is to engage in any lawful act, business or activity for which corporations may be organized under the Florida Business Corporation Act.

The Corporation shall have the right and the power:

(i) To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds and assume all or any part of the liabilities of any corporation, association, partnership or person engaged in any business included in the foregoing purposes and objects.

(ii) To enter into, make, perform and carry out contracts of every sort, kind and duration, which may be necessary and convenient for the business of this company, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any State, Territory or Colony thereof, or any foreign government, so far as, and to the extent that, the same may be done and performed by corporations organized under the Florida Business Corporation Act.

(iii) To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation, and in particular lands, leaseholds, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, grants and confessions and any interest in real or personal property.

(iv) To pay pensions and establish pension and profit sharing, stock option, stock purchase, incentive and deferred compensation plans and plans of similar nature for, and to furnish medical services, life, sickness, accident, disability or unemployment insurance and benefits, education, housing, social and recreational services and other similar aids and services to, any or all of its directors, officers, employees and agents, their families, dependents or beneficiaries.

(v) To make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations, from time to time, for the purpose of purchasing property or for any purpose in or about the business of the company, and to secure the payment of any such obligation by mortgage, pledge, deed or trust or otherwise.

(vi) To sell, improve, management, develop, lease, mortgage, dispose of or otherwise turn to account, deal in or deal with all or any part of the property of the company.

(vii) To engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

The foregoing shall be construed, as objects, purposes, and powers and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereinafter conferred on this corporation by the laws of the State of Florida.

The objects, purposes and powers specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of this

certificate. The objects, purposes and powers specified in each of the clauses or paragraphs of the certificate of incorporation shall be regarded not only as independent purposes, but the objects, purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not limitation of said general powers.

The corporation may, in its bylaws, confer powers, not in conflict with the law, upon its directors in addition to the foregoing and in addition to the powers and authority expressly conferred upon them by statute.

### **C. RIGHTS, PREFERENCES AND RESTRICTIONS.**

All shares shall be designated as common stock, shall be without par value and shall be identical in all respects except as to voting rights. The shares of Class A common stock shall have one (1) vote per one (1) share of stock at all meetings of Shareholders on all issues. The shares of Class B common stock shall not be entitled to vote.

### **D. DIRECTORS.**

(i) The number of Directors constituting the Board of Directors is two (2) and the name and address of the persons who currently serve and will serve as Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Marina Lios	6704 Mill Road, Egg Harbor Township, New Jersey
Andres Visilias	2917 Falcon Court, Mays Landing, NJ 08330

Such persons shall continue to serve as Directors until their successors are elected and qualified.

(ii) A Director shall not be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, except for liability for any breach of duty based upon an act or omission (i) in breach of such person's duty or loyalty to the corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit. Any repeal or modification of this Article IV(D)(ii) shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. The liability of a Director of the Corporation shall be further eliminated or limited to the fullest extent permitted by applicable law, as it may in the future be amended.

An officer shall not be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholder, except for liability for any breach of duty based upon an act or omission (i) in breach of such person's duty of loyalty to the corporation or its shareholders, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

Any repeal or modification of this Article IV(D)(ii) shall not adversely affect any right or protection of an officer of the Corporation existing at the time of such repeal or modification. The liability of an officer of the Corporation shall be further eliminated or limited to the fullest extent allowable under applicable law, as it may in the future be amended.

The indemnification and the advancement of expenses provided by or granted pursuant to this Article shall not exclude any other rights to which a corporate agent may be entitled under a certificate of incorporation, by-law agreement, vote of shareholders or disinterested directors, or otherwise; provided that no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or omissions (a) were in breach of his duty of loyalty to the corporation or its shareholders, (b) were not in good faith or involved a knowing violation of law or (c) resulted in receipt by the corporate agent of an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation on this 11<sup>th</sup> day of October 2017.

**HOT GYROS AND MORE, INC.**

By: Marina Lios, President  
Marina Lios, President

Dated: **October 11, 2017**