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TALLAHASSEE, FLORIDA

JUL 12 2018

S. YOUNG

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

Palm Beach Home Management, Inc.

**NAME OF CORPORATION:** \_\_\_\_\_  
P17000097964

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Melody E. Cobbe, Esq.

\_\_\_\_\_  
Cobbe Law Name of Contact Person

\_\_\_\_\_  
980 North Federal Highway, Suite 110 Firm/ Company

\_\_\_\_\_  
Boca Raton, FL 33432 Address

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

mcobbe@cobbelaw.com

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

For further information concerning this matter, please call:

Melody E. Cobbe, Esq. 561 922-9661  
\_\_\_\_\_  
Name of Contact Person at ( ) 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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

FILED  
18 JUL 11 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH HOME MANAGEMENT, INC., a Florida corporation**

Palm Beach Home Management, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies as follows:

1. The name of the corporation is Palm Beach Home management, Inc. The Corporation's original Articles of Incorporation (Document No. P17000097964) were filed with the Florida Department of State on December 12, 2017.

2. On March 8, 2018, the Board of Directors of the Corporation unanimously approved a resolution proposing to amend and restate the Articles of Incorporation, and recommending such amended and restated Articles of Incorporation to the shareholders, and on March 8, 2018 the shareholders of the Corporation unanimously approved the recommendation of the Board of Directors pursuant to Section 607.1007 of the Florida Business Corporation Act, as amended and authorized these Amended and Restated Articles of Incorporation. The votes cast was sufficient for approval.

3. The Amended and Restated Articles of Incorporation of the Corporation shall read in their entirety as follows:

**ARTICLE I**

The name of the Corporation is Palm Beach Home Management, Inc. (hereinafter called the "**Corporation**").

**ARTICLE II**

The address of the principal place of business of the Corporation is 131 South H Street Lake Worth, FL 33460.

**ARTICLE III**

The registered office of this Corporation is 131 South H Street Lake Worth, FL 33460. The initial registered agent at that address is United States Corporation Agents, Inc.

**ARTICLE IV**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE V**

The Corporation is authorized to issue four classes of stock which shall be designated, respectively, "Class A Common Stock," "Class B Common Stock," "Class C Common Stock" and "Preferred

Stock.” The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is One Million (1,000,000) shares consisting of (a) Twenty Five Thousand (25,000) shares of Class A Common Stock having a par value of \$.0001 per share, (b) Twenty Five Thousand (25,000) shares of Class B Common Stock having a par value of \$.0001 per share, (d) Twenty Five Thousand (25,000) shares of Class C Common Stock having a par value of \$.0001 per share and (d) Twenty Five Thousand (25,000) shares of Preferred Stock, par value \$.0001 per share (“Preferred Stock”).

A. PROVISIONS RELATING TO THE COMMON STOCK

1. Voting Rights. At every meeting of the shareholders of the Corporation (or with respect to any action by written consent in lieu of a meeting of shareholders), each share of Class A Common Stock shall be entitled to one (1) vote (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders’ consent), each share of Class B Common Stock shall be entitled to ten (10) votes (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders’ consent) and each share of Class C Common Stock shall be non-voting and shall have no votes per share except as otherwise required by law. Except as otherwise required by law or by this Agreement, Class A Common Stock and Class B Common Stock shall vote together as a single class on all matters on which common shareholders are entitled to vote, including the election of directors. If ever required by law to have a vote, Class C Common Stock shall also have one vote per share and shall vote together with the Class A Common Stock and Class B Common Stock as a single class.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidation, Dissolution or Winding-Up. Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

4. Stock Splits and Other Transactions. None of the issued and outstanding Class A Shares, Class B Shares nor Class C Shares shall be split, combined or subdivided unless at the same time there shall be a proportionate split, combination or subdivision of the issued and outstanding shares of each other class and of any shares which at that time could be issued pursuant to then outstanding convertible securities, or which underlie options or warrants to acquire shares of any other class.

5. Automatic Conversion of Class B Common Stock. Each outstanding share of Class B Common Stock shall automatically be converted into a share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock through any means other than by will, intestacy or to a trust or family limited partnership established solely for the benefit of the original shareholder of such Class B Common Stock or such individual’s spouse, children or siblings.

Following any such automatic conversion, the Class B Common Stock so converted shall cease to be outstanding notwithstanding the fact that the holder or holders thereof may not have surrendered the certificate or certificates representing such Class B Common Stock for conversion, and such certificate or certificates shall thereafter represent solely the right to receive a certificate or certificates for shares of Class A Common Stock issuable on conversion of the shares of Class B Common Stock so converted, upon surrender of such certificate or certificates to the Company, of the certificate or certificates of Class B Common Stock so converted. Upon each conversion of Class B Common Stock and without the need for additional action, the number of authorized shares of Class B Common Stock shall be reduced by the amount of shares of Class B Common Stock converted and the number of authorized shares of Class A Common Stock shall be increased by an identical amount such that the aggregate number of authorized shares of Class A Common Stock and Class B Common Stock shall remain at 50 million (50,000,000).

B. PROVISIONS RELATING TO THE PREFERRED STOCK

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights:

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series:

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption:

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof:

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

### C. GENERAL PROVISIONS

1. Cumulative Voting. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. Preemptive Rights. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, no shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

## ARTICLE VI

A. NUMBER OF DIRECTORS. The number of directors constituting the Corporation's Board of Directors shall not be less than three (3) nor more than nine (9), and the exact number of directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation.

B. VACANCIES. A director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

## ARTICLE VII

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation to the fullest extent permitted by Florida law.

## ARTICLE VIII

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by Florida law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of 07/05/2018.

**PALM BEACH HOME MANAGEMENT, INC.**

By: mark conrad

Name: Mark Conrad

Title: President

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)

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 07/05/2018 \_\_\_\_\_

Signature mark conrad  
(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)

Mark Conrad

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)