

P18000010699

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000203978 3)))



H180002039783ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS,
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 227-0435

P.A.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: tgood@trenam.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PARASOL PROPERTIES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

RECEIVED
18 JUL 13 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 JUL 13 A 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Restate

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARASOL PROPERTIES, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Parasol Properties, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named Parasol Properties, Inc. and was originally incorporated in the State of Florida on January 31, 2018, and that these Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the holders of each class of capital stock of the Corporation pursuant to a written consent in lieu of a meeting dated July 12, 2018, and the votes cast for the amendment by the holders of each such class of capital stock were sufficient for approval.

ARTICLE 1

Name

The name of this Corporation is:

Parasol Properties, Inc.

ARTICLE 2

Principal Office Address

The address of the principal office of this Corporation is:

1400-10665 Jasper Avenue NW
Edmonton, Alberta T5J 3S9 Canada

FILED
2018 JUL 13 A 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 3

Mailing Address

The mailing address of this Corporation is:

P.O. Box 3681 Station Terminal
Vancouver, British Columbia V6B 3Y8 Canada

ARTICLE 4

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the FBCA, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such FBCA.

ARTICLE 5

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation is 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 6

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE 7

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the registered agent of this Corporation at such office shall be TK Registered Agent, Inc. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 8

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE 9

Board of Directors

The Board of Directors of this Corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the director are:

Name

Eric Mike Leung

Address

1400-10665 Jasper Avenue NW
Edmonton, Alberta T5J 3S9
Canada

ARTICLE 10

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 12

Amendment of Articles of Incorporation


This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 13

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated, this 12th day of July, 2018.


Eric Mike Leung, President

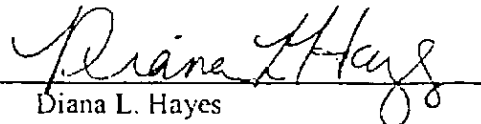
PARASOL PROPERTIES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TK REGISTERED AGENT, INC.**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 12th day of July, 2018.

TK REGISTERED AGENT, INC.

By: 
Diana L. Hayes