

P180000041961

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(City/State/Zip/Phone #)

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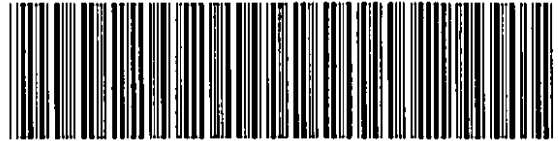
(Business Entity Name)

(Document Number)

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2018 JUL 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

AUG 01 2018
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ESSENTIAL NAILS & SPA, INC.

DOCUMENT NUMBER: P18000041961

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

Please return all correspondence concerning this matter to the following:

MICHAEL PHAN
Name of Contact Person
PHAN & PHAN, PA
Firm/ Company
10752 DEERWOOD PARK BLVD STE 100
Address
JACKSONVILLE, FL 32256
City/ State and Zip Code

M.PHAN@PHANPA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MICHAEL PHAN at (904) 240-5762
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

May 25, 2018

MICHAEL PHAN
PHAN & PHAN, PA
10752 DEERWOOD BLVD - STE. 100
JACKSONVILLE, FL 32256

SUBJECT: ESSENTIAL NAILS & SPA INC.
Ref. Number: P18000041961

We have received your document for ESSENTIAL NAILS & SPA 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):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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: 118A00011004

SECRETARY OF STATE
TALLAHASSEE, FL 32399

18 JUL 31 PM 3:30

**AMENDED ARTICLES OF INCORPORATION
OF
ESSENTIAL NAILS & SPA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

1. The Articles of Incorporation were filed with the Secretary of State of Florida on May 7, 2018, Document Number P18000041961.

2. These Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its shareholders on May 18, 2018. To affect the foregoing, the text of the Articles of Incorporation is hereby amended as herein set forth in full:

ARTICLE I – NAME

The name of the Corporation is **ESSENTIAL NAILS & SPA, INC.**, (hereinafter, "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 3427 Glenn Hollow Court, Jacksonville, FL 32226.

ARTICLE III – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – OFFICERS

The officers of the Corporation shall be:

<u>Name</u>	<u>Title</u>
Hien N. Nguyen	President
My Phuong T Tran	Secretary
Thanh Le T Duong	Treasurer

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE V – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Hien N. Nguyen

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2018 JUL 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – CORPORATION CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the

Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE VIII – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is PHAN & PHAN, P.A., located at 10752 Deerwood Park Blvd., Suite 100, Jacksonville, Florida 32256. The name and address of the registered agent of this Corporation is PHAN & PHAN, P.A., 10752 Deerwood Park Blvd., Suite 100, Jacksonville, Florida 32256.

ARTICLE XIII – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV – EFFECTIVE DATE

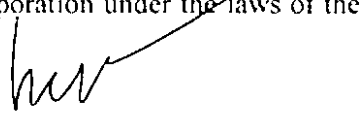
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in

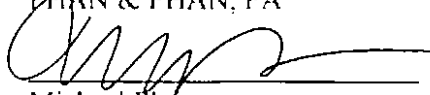
these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Amendments of the Articles of Incorporation under the laws of the State of Florida this 18th day of May, 2018.


Hien N. Nguyen, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

PHAN & PHAN, PA, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

PHAN & PHAN, PA
By: 
Michael Phan