

11/6/2018

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT
OF
PINCHO INVESTMENTS INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is: PINCHO INVESTMENTS INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The name under which the original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: PINCHO INVESTMENTS INC.
2. The date of filing of the Corporation's original Articles of Incorporation was June 19, 2018, and its Document Number is P18000054641.
3. These Amended and Restated Articles of Incorporation (a) amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and (b) upon recommendation by the board of directors of the Corporation, were duly adopted by the shareholders of the Corporation on November 6, 2018.

Executed as of the 6th day of November, 2018.

PINCHO INVESTMENTS INC., a Florida
corporation

By: /s/ Arnaldo Valido
Arnaldo Valido, President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PINCHO INVESTMENTS INC.
(A Florida For Profit Corporation)**

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Pincho Investments Inc., as amended and restated to date, are hereby amended and restated in their entirety to read as follows:

**ARTICLE 1
NAME**

The name of the Corporation is **AVRS HOLDINGS INC.** (the "Corporation").

**ARTICLE 2
DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3
PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address and mailing address of the Corporation is 4025 SW 152 Avenue, Miami, Florida 33185.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of capital stock. All outstanding shares of Common Stock shall confer identical rights to distribution and liquidation proceeds.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 600 Brickell Avenue, Suite 3500, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is GY Corporate Services, Inc.

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ARTICLE 7
DIRECTORS AND OFFICERS

(a) Number of Directors. The Corporation shall have two (2) initial directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial directors of the Corporation are:

Arnaldo Valido
4025 SW 152 Avenue
Miami, Florida 33185

Raul Sosa, Jr.
4025 SW 152 Avenue
Miami, Florida 33185

(b) Compensation of Directors. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(c) Initial Officers. The initial officers of Corporation shall be a President, Vice President and a Secretary. The names and addresses of the initial officers of the Corporation are:

<u>Officer</u>	<u>Name and Address</u>
President and Secretary	Arnaldo Valido 4025 SW 152 Avenue Miami, Florida 33185
Vice President	Raul Sosa, Jr. 4025 SW 152 Avenue Miami, Florida 33185

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ARTICLE 8

INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above and in any bylaw, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 9

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

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**ARTICLE 10
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 6th day of November, 2018.

PINCHO INVESTMENTS INC.

By: /s/ Arnaldo Valido
Arnaldo Valido, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

GY CORPORATE SERVICES, INC.

By: /s/ Daniel M. Mackler
Daniel M. Mackler, Vice President

Date: November 6, 2018

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