

PI8 0000 59877

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

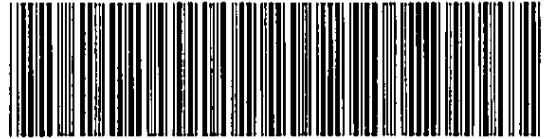
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MAY 15 2022

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2022 MAY 17 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2022

ROBERT C. GALLER
6596 BROOKHURST CIRCLE
LAKE WORTH, FL 33463

SUBJECT: ZHI FLORIDA, INC.
Ref. Number: P18000059877

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

You cannot submit 2 documents under 1 filing fee.

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.

Querida R Silas
Regulatory Specialist II

Letter Number: 122A00010529

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ZHI FLORIDA, INC.
DOCUMENT NUMBER: P18000059877

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

Please return all correspondence concerning this matter to the following:

Robert C. Galler
Name of Contact Person
ZHI FLORIDA, INC.
Firm/ Company
6596 Brookhurst Circle
Address
Lake Worth, FL 33463
City/ State and Zip Code
bobg@zhicbd.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert C. Galler at (561) 596-7675
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

2022 MAY 17 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZHI FLORIDA, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of ZHI FLORIDA, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 9, 2018, Document No. P18000059877

SECOND: Amended and restated articles of incorporation were adopted by all of the directors and 100% of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on February 15, 2022. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is ZHI FLORIDA, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESSES

The principal office and mailing address of the Corporation is
6596 Brookhurst Circle, Lake Worth, FL 33463.

ARTICLE V

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be five million (5,000,000) shares, of which

(i) Four Million (4,000,000) shares shall be designated Class A Common Stock, \$0.001 par value. Each issued and outstanding share of Class A Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) One Million (1,000,000) shares shall be designated Class B Common Stock, \$.001 par value. At the time of their issuance, the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to fix and determine the designation of each such share, and certain preferences, limitations (including voting rights, rights of redemption and the Corporation's restrictions, including the Corporation's right of first refusal)

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 6596 Brookhurst Circle, Lake worth, 33463. The name of the Corporation's registered agent at that office is Robert C. Galler

ARTICLE VII

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

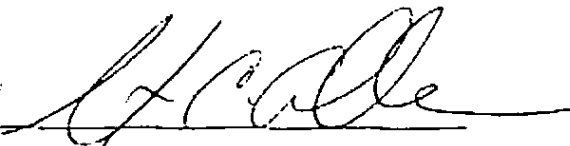
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

ARTICLE X
OFFICERS AND DIRECTORS

The Corporation shall add Robert C. Galler, 6596 Brookhurst Circle, Lake Worth FL 33463 as Chairman, Director and Treasurer. The corporation shall add Laurier A. Galler, 6596 Brookhurst Circle, Lake Worth FL 33463 as Secretary and Director.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1st day of March, 2022.

/s/ 
Robert C. Galler

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ZHI FLORIDA, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1st day of March, 2022.

A handwritten signature in black ink, appearing to read 'R. C. Galler', is written over a horizontal line.

ROBERT C. GALLER

Registered Agent