

P18 000081515

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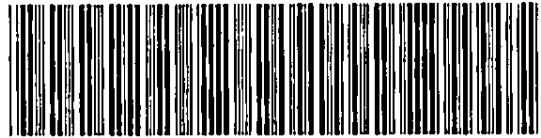
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2019 NOV 25 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

Amended  
Restated

JAN 07 2020

I ALBRITTON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Hair Gallery of SWFL, Inc.  
DOCUMENT NUMBER: P18000081515

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

Please return all correspondence concerning this matter to the following:

Charles C. Jones Esq.

Name of Contact Person

Jones, Haber & Rollings

Firm/ Company

11033 SE 47th Ter.

Address

Cape Coral, FL 33904

City/ State and Zip Code

jones@joneshaberlaw.com

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

For further information concerning this matter, please call:

Charlison Frana

Name of Contact Person

at (239) 542 0700

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee      ☐ \$43.75 Filing Fee & Certificate of Status      ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)      ☐ \$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

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE HAIR GALLERY OF SWFL, INC.

The undersigned having filed its Articles of Incorporation on September 27, 2018 with the Document Number P18000081515 do hereby associate themselves to amend and restate the Articles of Incorporation under the laws of the State of Florida under the corporate name **THE HAIR GALLERY OF SWFL, INC.** These amendments were adopted by the shareholder and the number of votes cast for the amendments were sufficient for approval. The shareholder and directors hereby declare:

C H A R T E R

Article I

The name of the corporation shall be THE HAIR GALLERY OF SWFL, INC., located at 3006 Del Prado Boulevard S., Cape Coral, Florida 33904.

Article II

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

Article III

The authorized capital stock which the corporation may issue shall be 1,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

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TALLAHASSEE, FLORIDA

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 3006 Del Prado Boulevard S., Cape Coral, Florida 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

Frank Engelmann  
3006 Del Prado Boulevard S.  
Cape Coral, Florida 33904

President, Secretary, Treasurer and Director

Peter Schwarz  
3006 Del Prado Boulevard S.  
Cape Coral, Florida 33904

Vice President

#### Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article X

The street address of the initial registered office of this corporation is 3006 Del Prado Boulevard S., Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation at that address is Charles C. Jones, II, Esq.

#### Article XI

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article XII

The initial Bylaws of this corporation were adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders. The vice

president is not a shareholder or director and does not have the authority to sell all or substantially all of the assets of the Company.

#### Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

## Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the president of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Amended and Restated Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Cape Coral, this 14 day of December, 2019.

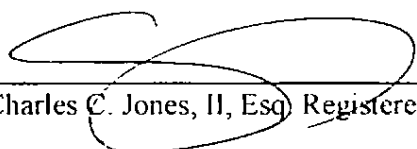
  
Frank Engelmann, Pres.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First That THE HAIR GALLERY OF SWFL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named Charles C. Jones, II, Esq., located at 1633 SE 47<sup>th</sup> Terrace, Cape Coral, Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Charles C. Jones, II, Esq. Registered Agent