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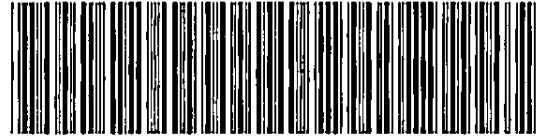
(Business Entity Name)

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Restated Articles

05/16/01 -- 11/07/01 -- **\$5.00

2021 JUN 16 PM 12 08
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED

JUL 1 9 2021
A RAMSEY

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SPAscape, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Shelley D. Torres
Name (Printed or typed)

3526 Twisted Oak Ct
Address

Lake Wales, FL 33898
City, State & Zip

(863) 528-0793
Daytime Telephone number

srnty3@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

FILED

2027 JUN 16 PM 12 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation is: SPAscape, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: no change in business
address.

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change	<u>P</u>	<u>Shelley D. Torres</u>	<u>3526 Twisted Oak Ct</u>
<u> </u> Add		<u>name change due to</u>	<u>Lake Wales, FL 33898</u>
<u> </u> Remove		<u>marriage</u>	
2) <u> </u> Change	<u>SECY</u>	<u>Jazmin Balleza</u>	<u>336 Walker Ave.</u>
<u> </u> Add		<u>left the business</u>	<u>Frostproof, FL 33843</u>
<u>X</u> Remove			
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Shelley D. Torres
Address: 3526 Twisted Oak Ct
Lake Wales, FL 33898

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Shelley D. Torres 6-10-21
Required Signature/Registered Agent Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document:

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

☒ The amendment(s) is/are being filed pursuant to s. 607.0120(11), F.S.

The date of each amendment(s) adoption is: May 4, 2021
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment was/were sufficient for approval by

(voting group)

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: May 4, 2021 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: June 10, 2021

Signature: Shelley D. Jones

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Shelley D. Torres

(Typed or printed name of person signing)

President

(Title of person signing)

SPASCAPE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation.

Article I

The name of the corporation is:

SPASCAPE, INC.

Article II

The principal place of business address:

505 HIGH STREET
LAKE WALES, FL US 33853

The mailing address of the corporation is:

505 HIGH STREET
LAKE WALES, FL US 33853

Article III

The purpose for which this corporation is organized is:

FOUNDED IN 2018 BY ORIGINAL OWNERS; JAZMIN BALLEZA, NICOLE CHATAS & SHELLEY SNAVELY. SPASCAPE, INC PROVIDES LUXURY SPA TREATMENTS WHICH INCLUDE MASSAGE, FACIALS AND NAIL SERVICES. REORGANIZED DUE TO THE DEPARTURE OF A FOUNDING OWNER, JAZMIN BALLEZA IN 2021; NICOLE CHATAS & SHELLEY TORRES CONTINUE TO ENCOURAGE OUR CLIENTS TO TAKE TIME FOR THEMSELVES TO RELAX, RENEW & ESCAPE THE EVERYDAY STRESSES OF LIFE.

Article IV

The number of shares the corporation is authorized to issue is:

The number of shares the corporation is authorized to is 306 shares:

Shareholders:

Shelley Torres: 136 total shares
Nicole Chatas: 136 total shares
Spascape, Inc.: 34 total shares

Article V

The name and Florida street address of the registered agent is:

SHELLEY D. TORRES
3526 TWISTED OAK CT.
LAKE WALES, FL US 33898

I certify that I am familiar with and accept the responsibilities of registered agent:

Registered agent Signature: Shelley D. Torres

Article VI

The name and address of the incorporator is:

SHELLEY D. TORRES
3526 TWISTED OAK CT.
LAKE WALES, FL US 33898

Incorporator Signature: Shelley D. Torres

Article VII

The officers and directors of the corporation are:

Title: P

SHELLEY D. TORRES
3526 TWISTED OAK CT.
LAKE WALES, FL US 33898

Title: VP

NICOLE CHATAS
1053 COUNTRY LAKE CIRCLE
LAKE WALES, FL US 33898

Corporate Resolution by the Directors and Shareholders for Spascape, Inc.

We the undersigned, comprise the entire Board of Directors of Spascape, Inc., and each of the undersigned presently holds one (1) share in Spascape, Inc., with each share presently representing a one-third (1/3) ownership interest in Spascape, Inc. We the Board of Directors and Shareholders consent and agree that the following corporate resolution was made on the 4th day of May, 2021, at the following location:

505 High Street Lake Wales FL 33853

On the above-stated date, the Meeting of the Directors and Shareholders was called to order ("Meeting"). It was determined that a quorum of Directors and Shareholders were present at the Meeting and the Meeting could conduct business.

The President determined and reported that any and all notice requirement for the Meeting had been met or waived by the Directors and Shareholders.

In accordance with Florida law, the Directors and Shareholders determined and resolved with respect to Spascape, Inc., the following items:

1. Spascape, Inc. shall authorize the issuance of 303 additional shares in Spascape, Inc., which shall be held equally by the one-third owners of Spascape, Inc., meaning upon issuance the outstanding shares in Spascape, Inc. shall be held as follows:
 - a. Shelley Snavelly: 102 shares
 - b. Nicole Chatas: 102 shares
 - c. Jazmin Balleza: 102 shares
2. Shelley Snavelly, as Registered Agent and President for Spascape, Inc., shall file an Amended Articles of Incorporation for Spascape, Inc., amending the number of shares the corporation is authorized to issue from the present number of "3" to the amended number of "306."
3. The newly issued shares are commensurate with the services provided to Spascape, Inc. by the one-third owners and equal shareholders, Nicole Chatas, Shelley Snavelly, and Jazmin Balleza.

4. At the Meeting, Jazmin Balleza advised the other shareholders/owners that Jazmin Balleza intends to end her employment with, and ownership of Spascape, Inc., and desires to gift the value of her ownership interest in Spascape, Inc., in three (3) equal parts to Nicole Chatas, Shelley Snavelly, and Spascape, Inc.
5. It was discussed at the Meeting that the bookkeeper for Spascape, Inc., Christine Godwin, of The Bottom Line Tax Service, Inc., who is familiar with the books and records of Spascape, Inc., and has prepared bookkeeping and tax services on its behalf, provided an opinion that the value of Jazmin Balleza's ownership interest in Spascape, Inc., which will be evidenced by her one hundred and two (102) shares is Forty-Two Thousand Dollars (\$42,000.00).
6. Based on the valuation provided by Ms. Christine Godwin, value of one-third (1/3) of Jazmin Balleza's ownership interest is \$14,000.00, and therefore the value of the gift transfer of her ownership, in three (3) equal parts to Nicole Chatas, Shelley Snavelly, and Spascape, Inc., will be \$14,000.00 to each recipient.
7. The Shareholders and Directors were in agreement with and accepted the proposal by Jazmin Balleza on gifting her ownership interest in Spascape, Inc.
8. After the Articles of Incorporation are amended, as referenced in paragraph numeral three (3), above, the shares of Jazmin Balleza will be gifted equally to Spascape, Inc., Shelley Snavelly, and Nicole Chatas, resulting in the following total shares held by each recipient:
 - a. Shelley Snavelly: 136 total shares
 - b. Nicole Chatas: 136 total shares
 - c. Spascape, Inc. 34 total shares

The Directors and Shareholders are hereby authorized to perform the acts to carry out this Resolution.

We, the undersigned Directors and Shareholders of Spascape, Inc., constituting a quorum, consent and agree to all of the above on this 4 day of May, 2021.

Shelley D. Snavely (Signature)
Shelley Snavely (Director and Shareholder)

Nicole Chatas (Signature)
Nicole Chatas (Director and Shareholder)

Jazmin Balleza (Signature)
Jazmin Balleza (Director and Shareholder)