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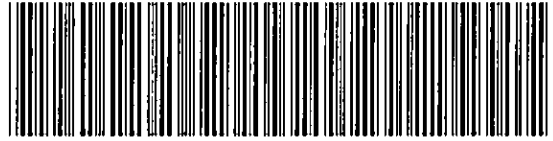
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DATE: 11/7/19

NAME: YUN CHENG FLORIDA, INC.

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YUN CHENG FLORIDA, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which Amended and Restated Articles of Incorporation shall supersede and take the place of the existing Articles of Incorporation and all amendments thereof:

The Amended and Restated Articles of Incorporation of the Corporation are as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Yun Cheng Florida, Inc. The address of the principal office and the mailing address of the Corporation is 14733 N. Florida Avenue, Tampa, FL 33613.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE III
TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Section 1. Authorized Shares

The Corporation is authorized to have outstanding 100,000 shares of common stock, par value \$0.001 per share, and 10,000 shares of preferred stock, par value \$0.001 per share. The Board of Directors is authorized to divide the preferred stock into, and approve the Corporation's issuance of, one or more series of preferred stock having the relative rights, preferences and limitations as may from time to time be determined by the Board of Directors. Without limiting the foregoing, the Board of Directors is expressly authorized to fix and determine, with respect to each series of preferred stock designated by the Board of Directors: (i) the number of shares which shall constitute the series and the designation of such shares; (ii) the rate and the time at which dividends on that series shall be paid and whether, and the extent to which, such dividends shall be cumulative or noncumulative; (iii) the right of the holders of the series to vote; (iv) the preferential rights of the holders upon liquidation or distribution of the assets of the Corporation; (v) the terms upon which the holders of any series may convert their shares into any other class or series of stock; and (vi) the terms and conditions upon which the series may be redeemed,

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and the terms and amount of any sinking fund or purchase fund for the purchase or redemption of that series.

Section 2. Voting Rights

Except as otherwise expressly provided by these Amended and Restated Articles of Incorporation, or any amendment hereto, or as required by applicable law, the holders of common stock shall be entitled to one vote per share on any matter submitted to a vote of the shareholders, including the election of directors. There shall not be cumulative voting on the election of directors.

Section 3. Dividends and Distributions

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of outstanding shares of common stock shall be entitled to share equally, on a per share basis, in any dividend or distribution of funds legally available if the Board of Directors, in its discretion, determines to declare and cause the Corporation to pay dividends or distributions, and then, only at the times and in the amounts that the Board of Directors may determine.

Section 4. No Preemptive Rights or Similar Rights

Shares of common stock are not entitled to preemptive rights and are not subject to conversion, redemption or sinking fund provisions. Any one or more series of preferred stock will have only such preemptive, conversion or similar rights, if any, designated for such series by the Board of Directors pursuant to Section 1 of this Article IV.

Section 5. Rights Upon Liquidation or Dissolution

Upon dissolution, liquidation or winding up of the Corporation, the assets legally available for distribution to shareholders will be distributable ratably among the holders of common stock, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 6497 Parkland Drive, Suite F, Sarasota, FL 34243, and the name of the registered agent of the Corporation at that address is Kathleen P. DeStefano, CPA.

ARTICLE VI
OFFICERS AND DIRECTORS

The President and Chief Executive Officer of the Corporation is John W. Parker III whose address is 7815 N. Dale Mabry Hwy., Suite 108 Tampa, FL 33614 and Kathleen P. DeStefano whose address is 6497 Parkland Drive, Suite F, Sarasota, FL 34243 is both Vice President and Secretary of the Corporation. Both Mr. Parker and Mrs. DeStefano are Directors of the Corporation.

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ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any current or former officer, director, employee or agent of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, in each case, to the fullest extent permitted by applicable law. The foregoing right of indemnification shall not be exclusive of any other rights which any officer, director, employee, agent or other person may be entitled as a matter of law or which he may be lawfully granted, including pursuant to any contract or agreement.


ARTICLE VIII
AMENDMENTS TO BYLAWS AND
ARTICLES OF INCORPORATION

The power to alter, amend or repeal the Corporation's Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation, subject to any restrictions under Florida law or expressly set forth in the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by Florida law, and all rights conferred upon shareholders, directors, officers and other persons in these Amended and Restated Articles of Incorporation, or in any amendment hereto, are subject to this reservation.

IN WITNESS WHEREOF, after a vote of the shareholders of Guo Qing Tampa, Inc., on this 5th Day of November, 2019, with the number of votes cast in the affirmative to be sufficient for approval, these Amended and Restated Articles of Incorporation, are ratified by its President & Chief Executive Officer, this 5th day of November, 2019.

Yun Cheng Florida, Inc.

By:  _____
John W. Parker III
President & CEO

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