

P19000075008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

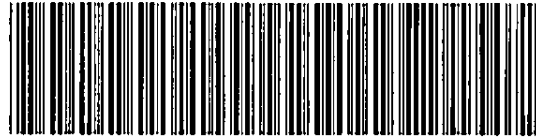
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000426817420

RECEIVED
2024 APR -2 PM 3:26
FILED
2024 APR -2 PM 12:08
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 04/02/2024

Acc#120160000072

en: c DW

Name:	Pevima Corporation
Document #:	
Order #:	15471904 - 1

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

--

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEVIMA CORPORATION

2024 APR -2 PM 12: 08

TALLAHASSEE, FLORIDA

Dated April 2, 2024

Pursuant to and in accordance with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), Pevima Corporation, a Florida corporation (the "Corporation"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "Amended and Restated Articles of Incorporation") with the Department of State of the State of Florida (the "Department of State"), that:

1. The name of the Corporation is Pevima Corporation.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on September 23, 2019 under Document Number P19000075008 (the "Articles").
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by Joint Written Consent of the Sole Shareholder and Board of the Directors of the Corporation dated April 2, 2024, in accordance with the applicable provisions of the Act. The number of votes cast for the amendment and restatement was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

ARTICLE 1
NAME

The name of the Corporation is Pevima Corporation (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 principal office and mailing address of the Corporation is 20201 East Country Club Dr., Suite 2310, Aventura, FL 33180.

ARTICLE 5
CAPITAL STOCK

(a) The total number of shares of stock that the Corporation shall have authority to issue is 3,000 shares of common stock ("**Common Stock**"), of which 2,000 are designated as Class A Voting Common Stock ("**Class A Voting Common Stock**") and 1,000 are designated as Class B Non-Voting Common Stock ("**Class B Non-Voting Common Stock**"). The rights, preferences, powers and privileges of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock are identical, except that the Class B Non-Voting Common Stock shall have no voting rights on any matter except as required by law, and for all purposes under these Amended and Restated Articles of Incorporation the Class A Voting Common Stock and Class B Non-Voting Common Stock shall together constitute a single class of shares of the capital stock of the Corporation.

(b) Upon these Amended and Restated Articles of Incorporation becoming effective pursuant to the Florida Business Corporation Act of the State of Florida (the "**Effective Time**"), each issued and outstanding share of the Corporation's existing common stock (the "**Old Common Stock**") shall automatically and without any action on the part of the holder thereof be reclassified as and converted into one (1) share of Class A Voting Common Stock. All of the stock certificates that, immediately prior to the Effective Time, collectively represented shares of Old Common Stock (the "**Pre-Recap Certificates**") will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, collectively, represent the Class A Voting Common Stock into which the Old Common Stock has been reclassified, provided, however, that each person holding of record Pre-Recap Certificates shall receive, upon surrender of such certificates, a new certificate evidencing and representing the Class A Voting Common Stock into which such person's Old Common Stock has been reclassified pursuant hereto (unless the Corporation determines that such Class A Voting Common Stock shall be uncertificated pursuant to the bylaws of the Corporation).

ARTICLE 6
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 20201 East Country Club Dr., Suite 2310, Aventura, FL 33180, and the name of the registered agent of the Corporation at that address is Dan Rotta.

ARTICLE 7 INDEMNIFICATION

No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of such director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that such person is or was a director or officer of the Corporation, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such person. Any amendment, repeal, or modification of this Article 7 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Expenses (including attorneys' 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.

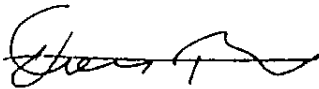
ARTICLE 8 AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights herein conferred upon shareholders or directors are granted subject to this reservation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation as of the date first set forth above.

PEVIMA CORPORATION

By: 
Name: Dan Rotta
Title: President

FILED
2024 APR -2 PM 12:08
TALLAHASSEE, FLORIDA